

BY-LAW NO. 1A

CANADIAN SOCIETY FOR AESTHETIC (COSMETIC) PLASTIC SURGERY

BE IT ENACTED as a Bylaw of the Canadian Society for Aesthetic (Cosmetic) Plastic Surgery as follows:

1. HEAD OFFICE

The Head office of the Corporation shall be in the City of Pickering, in the Province of Ontario or at such place therein as the membership may from time to time determine.

2. SEAL

The seal, an impression whereof is stamped in the margin hereof shall be the corporate seal of the Corporation.

3. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors, which shall consist of all elected officers and the immediate Past-President for a one year term. The Board shall supervise the activities of all committees, of all appointed officers, agents and employees of the Corporation, except as may herein be otherwise provided. The Board shall receive reports at least once annually from each of such committees and persons and at such times as may be required.

In addition to the elected members of the Board, the Board may have as ex-officio members the chairpersons of all committees. Four elected members shall constitute a quorum for the transaction of business.

4. VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may (so long as a quorum of directors remain in office) be filled by the directors from among the qualified members of the Corporation, if they see fit to do so, otherwise such vacancy(ies) shall be filled at the next annual meeting of the members at which the officers for the ensuing year are elected.

If there is NOT a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

5. QUORUM AND MEETINGS, BOARD OF DIRECTORS

Four elected members shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places

as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, faxed or electronically mailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

6. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

7. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admission in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

8. POWERS

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation by its charter or otherwise is authorized to exercise and do.

Without in any derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

9. REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such.

10. REMOVAL OF DIRECTORS

The office of director shall be automatically vacated:

- (a) if a director shall resign his office by delivering a written resignation to the elected secretary of the Corporation.
- (b) ceases membership in the Society.
- (c) if found guilty or pleads guilty to a criminal offense.
- (d) if he loses his licence to practice in the jurisdiction in which he practices.
- (e) if at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that he/she be removed from office.

provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may, by resolution, fill the vacancy with a member who is in good standing on the books of the Corporation.

11. OFFICERS OF THE CORPORATION

There shall be a President, Vice-President, a Secretary and a Treasurer, or in lieu of a Secretary, a Secretary-Treasurer, a Historian and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of the President and Vice-President. The officers of this Corporation shall be elected annually and shall serve until their successors have been duly elected or appointed. No officer shall succeed himself in that office for more than one term except the Secretary, Treasurer and the Historian. The newly elected officers shall take office upon adjournment of the annual business meeting of the Corporation.

12. DUTIES OF THE PRESIDENT

The President, shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all bylaws and membership certificates. He shall be an ex-officio member of all committees.

He shall appoint, with the approval of the board of directors, as many subcommittees as may be necessary to carry out the functions of the Corporation which subcommittees or special subcommittees shall work in conjunction with and be responsible to the standing committees to which they may be assigned by the President. The President shall invite the guest surgeons for the annual meeting and arrange the operating day.

13. DUTIES OF THE VICE-PRESIDENT

In the case of the absence of the President, or because of his inability from any cause to act, or at the request of the President, the Vice-President may exercise the duties and powers of the President. He shall succeed the President in the event of his death, resignation, removal, incapacity or refusal to perform any proper act. The Vice-President shall act as Scientific Program Chairman for the annual meeting.

14. DUTIES OF THE SECRETARY

It shall be the duty of the Secretary to give notice or and attend all meetings of the Corporation and keep a record of such meetings, to conduct all correspondence, and to carry into execution all orders, votes and resolutions not otherwise committed. He shall keep a roster of the members of the Corporation together with such date(s) with respect to the members as may be of interest to the Corporation.

He shall notify the officers and members of the Corporation of all proposed amendments to the Constitution or By-Laws. He shall notify the officers and members of the Corporation of their election and notify members of their appointment to the Board of Directors. He shall have charge of the correspondence of the Corporation and shall conduct the same, making a report with respect thereto to the Board of Directors.

15. DUTIES OF THE TREASURER

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall at least once a year submit his books, records and accounts to a chartered accountant for an audit.

At expiration of the term of office, the Treasurer shall deliver over to his successor and make an accounting for all books, monies and other property which have come into his possession during his term of office. In the absence or disability of the Treasurer, the Board of Directors may make an interim appointment to fill this office thus vacated.

16. DUTIES OF HISTORIAN

The historian shall be responsible for keeping an historical account of the Corporation on a yearly basis.

17. ANNUAL REPORTS

All officers shall prepare an annual report in writing and submit it prior to the annual meeting of the membership, and present it to the membership at the annual business meeting.

18. DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

19. REMUNERATION OF OFFICERS

The remuneration of all officers, agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next annual or special general meeting of members when it shall be confirmed by resolution of the members.

20. EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President, together with the Secretary or the Treasurer and the Secretary shall affix the Seal of the Corporation to such instruments as require the same.

21. BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

22. MEMBERSHIP

There shall be one category of membership in the Corporation, namely Active Members. Membership shall be at the invitation of the Corporation.

A) Active

All Active Members shall be plastic surgeons certified in plastic surgery by one or more of:

- a) the Royal College of Physicians and Surgeons of Canada
- b) le College des medecins et chirurgiens de Quebec
- c) the American Board of Plastic Surgery

All Active Members are to have been actively engaged in the practice of plastic surgery for at least two (2) years with a considerable part of their practice related to aesthetic plastic surgery and/or aesthetic medical treatments and must be surgeons of high moral standing and high professional qualifications. Plastic surgeons who meet these criteria can express their desire to join the Corporation by contacting any of the Members of the Board of Directors or the Executive Administrator in writing.

Active Members shall be admitted only upon invitation of this Corporation and must be sponsored by any two Active Members of the Canadian Society for Aesthetic Plastic Surgery who should be practicing in the candidate's immediate geographical area and/or someone the applicant has worked with in the course of their professional practice. A member may not sponsor a partner, an associate or a relative.

US applicants who do not have the required number of sponsors must submit a letter from their recognized national Plastic Surgery Society verifying their Active Membership to that Society.

Surgeons proposed for active membership shall be first approved by the Board of Directors. If approved, the membership at large will be notified at least thirty (30) days prior to the annual meeting. To be elected to membership, an affirmative vote by a ballot of three-quarters of the Active Members present and voting is necessary. Applicants must have attended one Annual Meeting of the Society prior to acceptance. Members must attend a minimum of one annual meeting every three years. Individual exceptions may be made at the discretion of the executive board.

23. ASSOCIATES

There shall be four classes of Associates. Associates are not members of the Corporation and shall not have the right to vote at members meetings or hold office. Associateship shall be at the invitation of the Corporation.

A) Candidate

All Candidate Associates shall be plastic surgeons certified in plastic surgery by one or more of:

- a) the Royal College of Physicians and Surgeons of Canada
- b) le Collège des médecins et chirurgiens de Québec
- c) the American Board of Plastic Surgery

Candidate Associates are Plastic Surgeons in the first two (2) years of practice, who are surgeons of high moral standing and high professional qualifications.

Applicant members may be sponsored by two (2) of the plastic surgeons from their residency program who have a considerable part of their practice related to aesthetic plastic surgery and aesthetic medical treatments or by any two (2) Active Members of CSAPS.

US applicants who do not have the required number of sponsors must submit a letter from their recognized national Plastic Surgery Society verifying their active membership.

Surgeons proposed for Candidate Associate shall be approved by the Board of Directors.

B) Senior Retired

Senior Associates retired from active practice will not be subject to the meeting registration fee, but be responsible for a social fee. They are not eligible to vote or hold office but will be called upon from time to time to lend their expertise on committees or in advisory capacities.

C) Honourary

Honourary Associates are plastic surgeons, regardless of their nationality, which the Corporation desires to honour because of their achievements and contribution to the aesthetic aspect of plastic surgery. Names for this class of membership may be presented to the board of directors by any member. Upon recommendation of the board of directors of the Corporation, the proposed honorary member must receive a vote of $\frac{3}{4}$ of Active Members present, in person or by proxy, at the meeting at which his name is proposed. Honourary members shall enjoy all privileges of the Corporation except the right to hold office and vote.

D) Corresponding Associate

All Corresponding Associates are to be actively engaged in the practice of plastic surgery for at least two (2) years, who are surgeons of high moral standing and high professional qualifications. Corresponding Associates shall be those plastic surgeons not living or practicing in the United States or Canada, but in other countries and must submit a letter from their recognized national Plastic Surgery Society verifying their active membership. Individuals under consideration must have attended a CSAPS Annual Meeting within the four (4) years prior to the date of their application and have a considerable part of their practice related to aesthetic plastic surgery and aesthetic medical treatments.

E) Other classes of membership and associateship

Other classes of membership and associateship may be added as the growth, development and needs of the Corporation become manifest.

24. RESIGNATION

Members and Associates may resign in writing, which shall be effective upon receipt thereof by the Board of Directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to reception of his resignation.

25. SUSPENSION OR EXPULSION

A member or an associate of the Corporation may be suspended or expelled for any of the following reasons, namely:

- (a) Violation of any provision(s) of the Constitution or bylaws of this Corporation;
- (b) Conduct prejudicial to the best interest of the Corporation; or
- (c) Failure to maintain ethical standards as determined by the judicial council; or
- (d) Failure to pay dues, in the case of a member.

Suspension or Expulsion Procedure

Such suspension or expulsion, except for non-payment of dues, shall be effected only after a written or signed statement of specific charges by a member against a member or associate of the Corporation has been presented to the President, who shall present same to the Board of Directors. A Statement of said charges shall be sent by registered mail to the last recorded address of the member or associate under charge at least sixty days before the final action is to be taken thereon by the Board of Directors. This statement shall include a notice of the time and place of meeting of the Board of Directors for the purpose of taking action. The said member or associate shall be given an opportunity to present a defense at the time and place mentioned in such notice. The Board of Directors shall report the result of its investigation, deliberation and action taken to the member or the associate at a closed meeting thereof. A

suspended member or associate may be expelled by the Board and if expelled shall not be permitted to attend the annual meeting of the members.

To be reinstated as a member or as an associate, an affirmative vote by ballot of 3/4 of the Active Members present at a meeting of the members is necessary.

26. GENERAL

Each Active Member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Each member shall promptly be informed by the secretary of his/her admission, deferment or rejection as a member.

27. CODE OF ETHICS

- (e) There shall be a code of ethics of the Corporation, which shall be applicable to both members and associates.
- (f) The purpose of the Ethics Committee is to guide the members and associates regarding ethical behaviour in the practice of aesthetic plastic surgery.
- (g) The Society shall have an Ethics Committee made up of: seven Active or Senior Members, formed jointly with the Canadian Society of Plastic Surgeons (CSPS)
 - (i) In the first term four members will be elected by the CSPS and three by the CSACPS. In subsequent terms this ratio will alternate between the two Societies
 - (ii) The members of the committee will be elected every three years at the Annual Business Meeting for a term of three years.
 - (iii) The Nominating Committee shall present to the Society candidates representative of the geographic regions of Canada. The list shall be circulated to the membership 30 days prior to the Annual Meeting
 - (iv) Members of the Ethics Committee shall not serve concurrently on the Judicial Council.
 - (v) The Chair will be elected by the Committee from among its members. This position will alternate every three years between the CSACPS and the CSPS.
- (h) There will be a Judicial Council of the Society. The Judicial Council will be made up jointly with the Canadian Society Plastic Surgeons consisting of four Active or Senior members. They shall be two past presidents of the CSACPS and two past presidents of the CSPS

- (i) The term of Judicial Council members shall be three years. They will be elected at the Annual Business Meeting of the Society by a majority of those casting votes. Members of the Judicial Council shall not serve concurrently on the Ethics Committee. This list shall be circulated to the membership prior to the Annual Meeting. Vacancies occurring between the Annual Business Meetings shall be filled by the Board of Directors.
 - (ii) The Judicial Council shall conduct hearings and render decisions with respect to information received from the Ethics Committee alleging violation of the Society's By-Laws and Code of Ethics or any other conduct detrimental to the reputation or best interests of the Society. In the event of an adverse decision, they shall determine and impose sanctions
 - (iii) If by majority vote the Judicial Council determines that an individual has committed a violation and should be disciplined, it shall forward its decision in writing to the individual together with a statement that the individual may request, within thirty days of receipt of the notice, an appellate review of the adverse decision by the Board of Directors of the Society.
- (i) Should a letter be received regarding an alleged breach of the Code of Ethics of the Society, the member shall be notified by letter.
- (j) This letter may be a request to turn over whatever documents that may exist regarding the issue and explain the situation in writing and verbally.
- (k) The chairman of the Ethics Committee will present the case to the Judicial Council. The member involved shall have the right to be present.
- (l) The determination as to whether an ethics violation has occurred will be by majority vote of the judicial council.
- (m) The penalty for a breach of the Code of Ethics will be:
 - (i) A letter of reprimand and/or suggestion
 - (ii) A temporary suspension from membership for a period to be determined by the Directors.
 - (iii) Expulsion from membership

28. DUES

A fee shall be required by each new member upon his election.

The annual dues for Active Members shall from time to time be fixed by vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them, and if any are not paid within thirty days of such notice the member in default shall thereupon automatically be a suspended member of the Corporation, but any such suspended member may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

Fees and dues shall be suspended for members' disability, prolonged illness or for any other compelling reason which the Board of Directors, in its discretion, so decides. Copies of any and all publications and communications of the Corporation shall be sent to such members without charge during the period in which their fees and dues are suspended.

29. ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed and when provided herein, members of the Board of Directors shall be elected. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have the power to call at any time a general meeting of the members of the corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place every such meeting shall be given to each member by sending the notice no less than thirty (30) days before the time fixed for the holding of such meeting.

At the business session of the Annual Meeting an agenda shall be followed

29. SPECIAL MEETINGS

Special meetings of the membership of the Corporation shall be called by the President upon the written request of that number of Active Members of the Corporation which constitutes a quorum, as set out in Section 28, or two members of the Board of Directors. The request for a special meeting shall specify the particular business for which the said meeting is to be called. Notice for all Special Meetings shall be mailed not less than fifteen days before the appointed time of such meeting.

Discussions which are to be held at the Special Meeting shall be primarily concerned with the stated purpose of the meeting, but not necessarily limited thereto.

30. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

31. ADJOURNMENTS

Any meetings of the Corporation or of the directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

32. QUORUM

A quorum for the transaction of business at either the Annual Meeting or a Special Meeting shall consist of not less, in person or represented by proxy, of one-quarter of the members entitled to vote provided that in no case may any meeting be held unless there are two members present in person.

33. VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of the members be entitled to one vote and he may vote by proxy. All proxy votes shall be voted by members. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless she has paid all dues or fees, if any, then payable by him.

At all meetings of the members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands or by rising unless a poll be demanded by any member, except on the following questions, where it shall be by secret ballot; namely:

- a. Election of officers;
- b. Election of members;
- c. Changes in the constitution or by-laws;
- d. Any action relating to the disciplinary proceedings against a member;
and
- e. When a written ballot is requested by a majority vote.

Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not

carried and an entry to that effect in the minutes of the Corporation shall be admission in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairman shall be entitled to a second or casting vote.

34. GUESTS

Any member desiring to have guests attend the Annual Meeting must so notify the Secretary at least thirty (30) days prior to the Annual Meeting. It is understood that guests at the Annual Meeting should be qualified Plastic and Reconstructive Surgeons with a special interest in aesthetic surgery. Upon notification, the Secretary shall extend an invitation to said guest. A pre-registration fee for guests attending the Annual Meeting shall be paid.

Only Active Members of this Corporation shall be extended the privilege of inviting guests. Either the sponsor or the guest shall assume the registration fees of guests. Guests invited by the Corporation shall not be responsible for the registration fee.

35. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of June in each year.

36. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by two officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and two such officers or agents may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and releases.

37. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by two officers or agents of the Corporation, and in such manner shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institution(s) which may be so selected as custodian(s) by the Board of Directors shall be fairly protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

38. NOTICE

Whenever under the provisions of the bylaws of the Corporation, notice is required to be given, such notice may be given either personally or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letterbox as aforesaid, or shall be held to be sent when the same was handed to the company or electronically mailed.

39. POWERS OF DIRECTORS

The Directors may from time to time with prior approval of the membership:

- (iii) borrow money on the credit of the Corporation; or
- (iv) issue, sell or pledge securities of the Corporation; or
- (v) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed or other debt or any other obligation or liability of the Corporation.

40. PUBLICATIONS

Any publication of members of this Corporation, as a matter of choice would be preferentially submitted to the official Journal of the Canadian Society of Aesthetic (Cosmetic) Plastic Surgery namely the Canadian Journal of Plastic Surgery. Presenters at the annual meeting are asked to bring finished manuscripts in three (3) copies to the meeting for presentation to the editor of the Canadian Journal of Plastic Surgery.

41. COMMITTEES

- (vi) The standing committees of the Corporation shall be:
 - a. The Ethics Committee
 - b. The Judicial Council
 - c. The Nominating Committee
 - d. Constitution and Bylaws Committee

Ad hoc committees may be appointed at the discretion of the directors, for example membership committee, video committee, etc.

- (vii) Membership on a committee shall be automatically vacated:
 - a. if a committee member shall resign his membership by delivering a written resignation to the Secretary of the Corporation;
 - b. if suspended as a member of the Corporation;

c. is expelled as a member.

(viii) Members of a committee shall receive no remuneration for acting as such.

42. BYLAWS

The affirmative vote by ballot at the Annual Meeting of the membership of the Corporation or at a special membership meeting called for that purpose of three-quarters of the Active Members present and voting in person or by proxy, shall be necessary to confirm the adoption of any new bylaw or the amendment or any existing bylaw and shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporation Affairs has been obtained.

The rules contained in "Roberts Rules of Order, Revised" shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and the Canada Corporations Act.

43. DISSOLUTION OF THE CORPORATION

That upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to such scientific organization or organizations as the membership in its absolute discretion feels will best use these funds for furthering the aims and purposes of this Corporation. No member of the Corporation shall profit by any distribution of the property of the Corporation upon dissolution of the Corporation.

44. INTERPRETATION

In these bylaws and in all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and/or the feminine gender, as the case may be and vice-versa, i.e. his shall mean his or her.

ENACTED this ____ day of _____, 2020.

WITNESS the seal of the Corporation.

President –

Secretary –