Manitoba Association of Radiologists

BY-LAW NO. 1

Being a general by-law relating to the regulation of the business and affairs of the

MANITOBA ASSOCIATION OF RADIOLOGISTS INC.

hereinafter referred to as the "Corporation".

INTERPRETATION

1.01 In this and all other by-laws of the Corporation

(a) "Act" shall mean *The Corporations Act*, as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may hereafter be substituted therefor, and all regulations from time to time promogulated thereunder;

(b) "Articles" shall mean the Articles of Incorporation of the Corporation dated on or about the date hereof, together with any articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation as may be issued from time to time;

(c) "Board" shall mean the board of directors of the Corporation;

(d) "Ordinary Resolution" shall mean a resolution passed by a simple majority (fifty (50) percent +1) of members or directors, as applicable, entitled to vote on the matters contained therein;

(e) "Special Resolution" shall mean a resolution passed by not less than two-thirds (2/3) of members or directors, as applicable, entitled to vote on the matters contained therein. A Special Resolution of the members or directors, as applicable, shall be required for the following matters:

(i) The removal of any officer of the Corporation by the Board;

(ii) The removal of any director of the Corporation by the members of the Corporation;

(iii) Any other matter that Board may from time to time designate as requiring a Special Resolution; and

(iv) All other matters requiring a Special Resolution pursuant to provisions of the Act.

(f) Any other word or term contained in this and in any other by-law of the Corporation which is defined in the Act shall have the meaning given thereto in the Act, unless otherwise defined herein;

(g) Where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include individuals, body corporates, partnerships, trusts and unincorporated organizations.

REGISTERED OFFICE

2.01 The registered office of the Corporation shall be in the place specified in the Articles or such other place in the Province of Manitoba as may be designated by the Board from time to time.

MEMBERS

3.01 CONDITIONS OF MEMBERSHIP Membership in the Corporation shall only be available to individuals with an interest in furthering the Corporation's purpose, who have applied for and been accepted into the membership of the Corporation by Ordinary Resolution of the Board of the Corporation, or in such other manner as may be determined by the Board from time to time.

3.02 MEMBERSHIP CLASSES Each member of the Corporation shall, upon admittance as a member of the Corporation, and from time to time thereafter, be designated as a member of any one or more of the following membership classes by the Board of the Corporation:

(a) Full Member; which class shall be comprised of those individuals who are then a practicing radiologist within Manitoba (with each member admitted under this Section 3.02(a) being referred to as a "**Full Member**");

(b) Resident Member; which class shall be comprised of those individuals then undergoing training in the practice of radiology within Manitoba as a resident or fellow;

(c) Retired Member; which class shall be comprised of those individuals who, prior to their retirement, were a practicing radiologist within Manitoba;

(d) Inactive Member; which class shall be comprised of those individuals who are not then actively practicing as a radiologist in Manitoba, or are on leave from active practice, but who are otherwise qualified and permitted to practice as a radiologist in Manitoba; or

(e) Honourary Member; which class shall be comprised of those individuals which the Board, in its some discretion, deems appropriate from time to time;

3.03 DUES AND SPECIAL ASSESSMENTS Membership dues and special assessments shall be as determined by the Board from time to time. Existing members of the Corporation shall be notified in writing of any membership dues or special assessments which become owing by the member during the course of their membership.

3.04 TERM OF MEMBERSHIP An individual's membership in the Corporation shall be for a term of one year (1) year, subject to the earlier termination of said membership in accordance with the provisions of this by-law.

3.05 TERMINATION OF MEMBERSHIP An individual's membership in the Corporation shall immediately terminate upon;

(a) the death of the member;

(b) the member failing to meet the qualifications and criteria for membership of the Corporation or for the class of membership which the member had been designated;

(c) the written resignation of the member delivered to the Corporation;

(d) the failure of the member to make payment in full of any dues or special assessments owing by said member by the applicable deadline set by the Board;

(e) the expiration of the individual's membership term as set out in Section 3.04 above;

(f) the liquidation or dissolution of the Corporation; or

(g) the expulsion of the member by Ordinary Resolution of the Board pursuant to its powers under the Articles, by-laws, and polices of the Corporation.

Subject to the provisions of the Act and the Articles, upon the termination of any individual's membership, the rights of said individual as a member of the Corporation, including rights to the property of the Corporation, if any, shall automatically cease to exist.

3.06 GROUNDS FOR EXPULSION The Board shall, unless prohibited by the Act or the Articles, have the power to suspend or expel any member of the Corporation from time to time on any of the following grounds:

(a) the member's violation of any provisions of the Act, Articles, by-law, ethics policy or other written polices of the Corporation;

(b) the member engages in conduct which may be detrimental to the Corporation, as determined by the Board in its sole discretion; or

(c) for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the nature purpose of the Corporation

3.07 TRANSFERABILITY No membership in the Corporation shall be transferable to any person without the prior written consent of the Board, exercised in its sole discretion.

MEETINGS OF MEMBERS

4.01 ANNUAL GENERAL MEETING The annual meeting of the members shall be held on such day and at such time as the directors may by resolution determine, provided that the annual meeting must be held before the earlier of (i) fifteen (15) months after the date of the last preceding annual meeting, or (ii) six (6) months after the financial year end of the Corporation.

4.02 SPECIAL MEETINGS A special meeting of the members may be convened at any time upon written request signed by no less than ten (10%) percent of the members of the Corporation entitled to vote on the particular issue to be address at the special meeting. Notwithstanding the foregoing, the Board may at any time call a special meeting of the members to transact any business which may properly be brought before the members.

4.03 SPECIAL BUSINESS All business transacted at any meeting of the members, except the consideration and passing of the financial statements of the Corporation and the public accountant's report, the election of Directors, and the reappointment of the then incumbent accountant of the Corporation, shall constitute special business of the Corporation.

4.04 PLACE OF MEETINGS Subject to the provisions of the Act, all annual or special meetings of the members of the Corporation shall be held at such place within Manitoba, or, if all the members entitled to vote at such meeting so agree, or, if the Articles of the Corporation so provide, at one or more places outside of Manitoba.

4.05 PERSONS ENTITLED TO ATTEND Subject to the provisions of the Act, only the following persons are permitted to attend any annual meeting or special meeting of the members of the Corporation:

(a) the directors of the Corporation;

(b) the officers of the Corporation;

(c) the members of the Corporation;

(d) any representative duly appointed as proxy for a member in accordance with the provisions of these by-laws; and

(e) any other interest person or persons designated as such by the Board from time to time, whether on an individual or class basis.

4.06 ELECTRONIC MEETINGS Subject to the provisions of the Act, Articles and by-laws, any annual or special meeting of the members may be held in person, by teleconference, or in any other manner, electronic or otherwise, that the Board shall deem appropriate for the conduct and affairs of the meeting.

4.07 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION The Board may from time to time authorize the use of such telephone or other

communication facilities to permit individuals to attend and participate in any meeting of the members via electronic communication methods. Where a member or other interested person attends a meeting of the members by way of approved electronic means, such person shall be deemed to be personally present at the meeting for the purposes of a quorum and voting.

4.08 NOTICE Notice of the time and place of any meeting of the members of the Corporation shall be given to every member of the Corporation entitled to attend and vote at such meeting, no less than fourteen (14) days before the date on which the meeting is scheduled to be held. The notice may be in writing and delivered or mailed, or may be given by electronic delivery, and need not specify the purpose of the business to be transacted at the meeting, unless otherwise required by the Act.

Any member or other person entitled to attend a meeting of the members may at any time waive the requirement to provide notice of a meeting to that member or person, and attendance of any member or other person entitle to attend a meeting shall be considered as a waiver of the notice requirement, except where such person attends the meeting for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

4.09 QUORUM The quorum for the transaction of business or election of directors at any meeting of the members shall be ten (10%) percent of the eligible voting members personally present or represented by proxy. Subject to the provisions of the Act, if a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.10 VOTING Unless otherwise required by the Act, each person admitted to the membership of the Corporation, in accordance with Section 3.02(a), (c), (d), and (e) of these by-laws, shall be entitled to vote on any matter presented at an annual meeting or special meeting of the membership. For greater clarity, unless otherwise required by the Act or the Articles, no member of the Corporation admitted as a resident member under 3.02(b) of these by-laws shall be entitled to vote on any matter presented at an annual meeting or special meeting of the membership. Each member of the Corporation then entitled to vote on a matter shall have one (1) vote on any such matter presented to the members, except where a matter has been designated for a vote by only a specific class of member, in which case only those members of the designated class of membership shall each have one (1) vote on the matter. Every question submitted to a meeting of members may be decided in the first instance by a show of hands of member then entitled to vote, if the decision is unanimous; otherwise, the question shall be decided by the majority on a poll of the votes entitled to be cast at such meeting and on such question.

At a meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost shall be conclusive evidence of the fact.

4.11 CHAIR The chair of any meeting of the members shall be the President of the Corporation, and in his absence, the Vice-President of the Corporation. If the President and Vice-President are both absent, the members then present at the meeting and entitled to vote thereat, shall elect a member to serve as the chair of the meeting.

In case of an equality of votes, the Chair shall have a casting vote in addition to the vote or votes to which he may be entitled at such meeting.

4.12 PROXIES Each member may appoint one or more persons to represent and attend all meetings of the members and to act and vote thereat on behalf of such member as its proxy and representative. The member appointing such a representative shall deposit with the Corporation a written appointment in a form acceptable to the directors of the Corporation and such appointment shall remain valid until revoked in writing by the member appointing such representative. All appointments must be received by the chair of the meeting not less than forty-eight (48) hours prior to the commencement of any meeting, or any adjournment thereof, in which a representative or proxy purports to attend, act or vote on behalf of a member. A proxy shall expire at the close of the meeting for which it was submitted, or at the close of any adjournment.

4.13 PROXY LIMIT Except where otherwise required by the Act or the Articles, no individual may hold proxies on behalf of, or cast votes as proxy for, more than two (2) members of the Corporation at any given meeting of the members, or any adjournment thereof.

4.14 FORM OF APPOINTMENT An instrument appointing a member's representative may be substantially in the following form:

> The undersigned member of the Corporation hereby appoints _____ whom failing _____ as its true and lawful attorney and representative to attend all meetings of members of the Corporation and any adjournments thereof, with authority to exercise the same powers on behalf of the undersigned as the undersigned could exercise if it were present, inclusive of all voting rights.
>
> Dated this __ day of _____, 20__.
>
> _____
> [Signature of Member]

4.15 ADJOURNMENTS The Chair of any meeting of the members may, with the consent of the majority of members present at the meeting, adjourn the meeting to a fixed time and place. Notice of an adjourned meeting shall not be required provided that the time and place of the adjourned meeting was announced at the original meeting and the adjournment is for a period of no more than thirty-one (31) days. Any business that could have been brought before a meeting of the members may be brought before and dealt with at any adjournment of that meeting.

DIRECTORS

5.01 POWERS The affairs of the Corporation shall be managed by the Board who may be known as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or by statute expressly directed or required to be done in some other manner.

5.02 NUMBER Unless changed in accordance with the Act, the Board shall consist of not less than three (3) and not more than twelve (12) directors.

5.03 FIRST DIRECTORS The persons who signed the Articles of Incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until successor directors are elected in their place pursuant to Section 5.04.

5.04 ELECTION OF DIRECTORS At the first meeting of the members of the Corporation shall replace the first directors named in the Articles of the Corporation with a Board comprised of the following persons:

(a) Up to five (5) Full Members of the Corporation then working at or employed by an organization located within the boundaries of the City of Winnipeg in the Province of Manitoba;

(b) Up to four (4) Full Members of the Corporation then working at or employed by an organization located outside of the boundaries of the City of Winnipeg, but within the Province of Manitoba;

(c) Up to one (1) Full Member of the Corporation then working at or employed by the Health Sciences Centre Winnipeg in the pediatrics department, or the applicable successor organization or department;

(d) Up to one (1) resident member of the Corporation, admitted as member of the Corporation under Section 3.02(b) of these by-laws; and

(e) the immediate Past-President of the Corporation, as an ex-officio director in accordance with Section 5.05 of these by-laws.

At each subsequent annual meeting of the members of the Corporation, and where otherwise required by the Act or the Articles, the members of the Corporation shall elect a Board in accordance with the director composition requirements set forth above in this Section 5.04.

5.05 EX-OFFICIO DIRECTOR Notwithstanding any other provision contained herein, the immediate Past-President of the Corporation shall be entitled to serve as ex-officio director of the Corporation, without election by the members of the Corporation, and shall be entitled to hold said office so long as the individual also holds the position of immediate Past-President.

5.06 TERM OF OFFICE Unless the members, by Ordinary Resolution, elect a director to hold office for a specified term, the term of office of a director upon election or appointment, shall cease at the close of the second annual meeting of the members following his election or appointment, PROVIDED THAT if no directors are elected at such annual meeting the director shall continue in office until his successor is elected or appointed. So long as there is a quorum of directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, such meeting may be called by any member.

5.07 REMOVAL Any director of the Corporation may be removed from their office by a Special Resolution of the members present at any annual meeting or special meetings of the members of the Corporation.

MEETINGS OF DIRECTORS

6.01 QUORUM A majority of the directors then holding office, if personally present, shall constitute a quorum at any meeting of the Board. If the number of directors at a meeting falls below the requirements for a quorum, no further business of the Corporation may be transacted at said meeting unless and until a quorum is again present, except that the

directors may adjourn the meeting or schedule the next meeting of the Board. Any meeting of the Board at which a quorum is present shall be deemed competent to exercise all duties, power, authority and discretion by or under these by-laws, except where same requires a Special Resolution of the directors.

6.02 PLACE OF MEETING Meetings of the Board of directors may be held at any place in Manitoba or, elsewhere, inside or outside Manitoba, as the directors may from time to time determine.

6.03 ELECTRONIC MEETINGS If all directors consent and can participate and communicate equally with due regard to security, the meetings of the Board and any committee may be held in person, by teleconference, or in any other manner, electronic or otherwise, that the Board shall deem appropriate for the conduct of the affairs of the Board and the Corporation. Where a director attends a meeting of the Board by way of approved electronic means, such director shall be deemed to be personally present at the meeting for the purposes of a quorum and voting.

6.04 NOTICE Notice of the time and place of a meeting of the Board shall be given to every director of the Corporation no less than seven (7) days before the date on which the meeting is scheduled to be held. The notice may be in writing and delivered or mailed or may be given by electronic delivery and need not specify the purpose of business to be transacted at the meeting, unless otherwise required by the Act.

A meeting of the Board may be held and duly constituted at any time without notice if all the directors are present or, if any be absent, those absent have waived notice or signified their consent in writing to the meeting being held in their absence. Notice of an adjourned meeting shall not be required provided that the time and place of the adjourned meeting was announced at the original meeting of the Board.

For the first meeting of the Board to be held immediately following the election of directors by the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors be present.

6.05 REGULAR MEETINGS The Board may from time to time specify a day or days in any month on which regular meeting of the Board are to be held. Provided that a copy of any Ordinary Resolution of the Board fixing the time and place of such regular meetings of the Board has been sent to each director forthwith after its passing, no other notice of such regularly scheduled meetings shall be necessary, except where otherwise required by the Act.

6.06 SPECIAL MEETINGS A special meeting of directors may be convened on at least seven (7) days' notice at the request of no less than three (3) members of the Executive Committee or by the Secretary on the direction or authorization of no less than three (3) members of the Executive Committee. The notice may be in writing and delivered or mailed or may be given by electronic delivery and must specify the purpose of business to be transacted at the meeting.

6.07 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION If all the directors consent, a director may participate in a meeting of directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in the meeting by such means shall be deemed, for the purposes of the Act, to be present at the meeting.

6.08 VOTING Unless otherwise required by the Act or the Articles, any question arising at a meeting of the Board shall be decided by a consensus of the directors then present at the meeting. A consensus shall be considered to have been reached when no director objects to the question on the floor before the meeting. Should the Chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached on a particular question, the Chair shall refer the question to a vote of the directors. Each director shall have one (1) vote on any questions referred to a vote, and the question shall be decided by a majority of votes cast.

In case of an equality of votes, the Chair of the meeting, in addition to his original vote, shall have a second or casting vote.

COMMITTEES

7.01 COMMITTEES The powers and duties conferred upon the directors of the Corporation under section 5.01 may be carried out by one or more committees established by the directors of the Corporation, which may include an Executive Committee, or such other committee as determined by the directors of the Corporation from time to time.

7.02 EXECUTIVE COMMITTEE The Executive Committee shall be responsible for setting the business agenda for any meetings of the Board, and such other duties as assigned by the Board from time to time, and shall, on all matters, report to the Board on a regular basis. The Executive Committee shall be comprised of the Past-President (ex-officio), President, Vice-Presidents, Secretary, Treasurer, and such other officers as shall be appointed by the Board from time to time.

7.03 OTHER COMMITTEES Any other committee of the Corporation, as established by the Board from time to time, shall have the powers and duties conferred upon said committee by the Board, and shall be comprised of such persons appointed by the Board upon the criteria determined by the Board from time to time.

7.04 COMMITTEE QUORUM A majority of the members of a committee, if personally present, shall constitute a quorum at any meeting of said committee.

7.05 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION If all the committee members consent, a committee member may participate in a meeting of the committee by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a committee member participating in the meeting by such means shall be deemed to be present at the meeting.

INDEMNIFICATION AND DISCLOSURE

8.01 INDEMNIFICATION Subject to the limitations set out in the Act, each director and officer of the Corporation, former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and their heirs and legal representatives, shall be indemnified by the Corporation against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a director or officer of the Corporation or body corporate. The Corporation may from time to time, at the discretion of the Board, enter into agreements pursuant to which the Corporation agrees to indemnify one or more persons otherwise not listed in this Section 8.01.

Nothing in these by-laws shall be deemed to limit the rights of any person otherwise entitled to claim indemnity in any manner not set out in this Section 8.01.

8.02 DISCLOSURE OF INTEREST Any director or officer who is a party to a proposed or actual material contract or transaction with the Corporation, or who has a material interest in any such contract or transaction, whether directly or indirectly, shall disclose in writing to the Corporation the nature and extent of such interest, or shall request that the nature and extent of the interest be recorded in the minutes of the meeting of the Board or Executive Committee, as applicable.

Where an officer or director has disclosed a material interest in a matter as set out above in this Section 8.02, such officer or director shall be disqualified from participating in any discussions or vote with respect to the matter, and shall cause themselves to be absent from any portion of a committee or Board meeting when such discussions or voting are taking place, except as otherwise provided by the Act.

OFFICERS

9.01 APPOINTMENT The Board shall annually, or as often as may be required, appoint a President, Vice-President(s), a Secretary, a Treasurer, and, if deemed advisable, may from time to time appoint such other officers as may be deemed advisable by the Board in its sole discretion, which officers shall perform such duties as shall be assigned to them and have such powers as shall be delegated to them from time to time by the Board and as permitted by the Act.

A director may be appointed to any office of the Corporation but no officer need be a director. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer, they may, but need not, be known as the Secretary-Treasurer.

9.02 QUALIFICATIONS In order to be eligible to be an officer of the Corporation, a person must be a member of the Corporation in good standing and must maintain said status for the entirety of their term in office. Should any officer of the Corporation cease to be a member of the Corporation in good standing during their term of office, such person shall be immediately disqualified from the office and the office shall be deemed to be vacant.

9.03 REMOVAL In the absence of a formal resignation or written agreement, the Board may, by way of Special Resolution, remove any officer of the Corporation at any time.

9.04 VACANCIES If the office of President, Vice-President(s), Secretary, Treasurer or any other office, shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Board by Ordinary Resolution may appoint an officer to fill such vacancy.

9.05 POWERS AND DUTIES

(a) PRESIDENT The President shall serve as Chair at all meetings of the members, of the Board, and of the Executive Committee. The President shall

be a primary signing authority for the Corporation, an ex-officio member of any committee of the Corporation created by the Board, and shall also be responsible for the enforcement of the by-laws of the Corporation and presenting an annual report of the activities of the Corporation to the members at their annual general meeting. Subject to the authority of the Board, the President shall perform those other duties that normally devolve upon the office of the President, including duties concerning the business and affairs of the Corporation.

(b) VICE-PRESIDENT(S) A Vice-President shall assist the President, and in the absence of the President, a Vice-President shall serve as Chair for any meeting of the members, Board or Executive Committee. Should the office of the President become vacant, a Vice-President shall serve as Acting President until such time as the Board appoints a President. A Vice-President shall perform all such other duties concerning the business and affairs of the Corporation as may from time to time be delegated to them by the President.

(c) SECRETARY The Secretary shall give, or cause to be given, all notices required to be given for all meetings of the Board, all committees of the Corporation, if any, and all meetings of members; they shall attend all meetings of directors, committees and members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; they shall have charge of the corporate records (other than accounting records) which the Corporation is required to prepare and maintain by the provisions of the Act, and they shall perform such other duties as may from time to time be prescribed by the Board.

(d) TREASURER The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; they shall render to the Board at the meetings thereof, or whenever required of them, an account of all their transactions as Treasurer and of the financial position of the Corporation; and they shall perform such other duties as may from time to time be prescribed by the Board. The Treasurer shall also be responsible for preparing the annual budget for the Corporation to present to the Executive Committee and Board.

(e) PAST PRESIDENT The office of the Past President shall be filled by the induvial who held the office of President immediately prior to the current President of the Corporation. The Past President shall be entitled to

be an ex-officio director of the Corporation, and ex-officio member of the Executive Committee, unless otherwise removed from such roles by a Special Resolution of the Board. The Past President shall perform all such other duties concerning the business and affairs of the Corporation as may from time to time be delegated to them by the President or Vice-Presidents.

(f) 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 requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

GENERAL

10.01 ELECTRONIC COMMUNICATIONS The Board or Executive Committee may from time to time establish policies and standards concerning the electronic transmission of information and for facilitation the Corporation's activities, including, but not limited to:

(i) Email and other web-based communications with Members or others;

(ii) Electronic signatures;

(iii) Voting by telephone or other electronic means;

(iv) Submission of proxy;

(v) Attendance at meeting of the Board, members or committees of the Corporation;

(vi) Delivering of any notices required to be delivered by the Corporation;

(vii) Conducting meetings of the Board, members or committees of the Corporation; and

(viii) Such other activities as the Board may from time to time determine necessary or appropriate.

10.02 NOTICES A notice required by the Act to be sent to a member, officer or director of the Corporation shall be sent in the manner and within such period of time as may be set out in the Act or in this by-law. Unless otherwise expressly prohibited in the Act, Articles or by-laws of the Corporation, any notices shall be deemed valid if delivered personally, sent by courier or by electronic means to the person's address set out in the records of the Corporation. A notice shall be deemed delivered and received if delivered personally, by electronic mail or courier, on the date the delivery occurred if delivery occurred prior to 5:00pm local time, otherwise on the next day.

Any person may change their address for service from time to time by giving notice to the Secretary of the Corporation, who shall change or cause to be changed the records of the Corporation to reflect the request.

10.03 COMPUTATION OF TIME In computing the date when notice must be given under any provision of the Act or this by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

10.04 OMISSIONS AND ERRORS The accidental omission to give a notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon, unless otherwise provided in the Act.

10.05 CONFIDENTIALITY Every director, officer, committee member, employee, volunteer or authorized representative of the Corporation shall uphold the utmost confidentiality regarding any and all matters presented to the Board or a committee of the Corporation, or otherwise encountered during the course of their involvement with the Corporation and its activities, except where disclosure is otherwise authorized by the Corporation or required by law.

10.06 SURPLUS In the event that the Corporation achieves or derives any surplus from the affairs and business of the Corporation, said surplus shall be devoted and used for promoting and carrying out the objectives and purposes of the Corporation, or in such other manner as deemed appropriate by the Board, provided however that such surplus shall not be distributed among the members of the Corporation.

10.07 BOOK AND RECORDS Each director and officer of the Corporation shall be entitled to inspect the books and records of the Corporation at the registered office of the Corporation during normal business hours. Upon giving reasonable notice to either the President or Secretary of the Corporation, each member of the Corporation shall be entitled to inspect the books and records of the Corporation at the registered office during normal business hours.

10.08 BANKING The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Corporation by any two of the President, Vice-Presidents, Secretary, Treasurer, and Past President, or such other officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Corporation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Corporation to facilitate such banking business.

10.09 EXECUTION OF INSTRUMENTS Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by any two officers or directors of the Corporation, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without further authorization on formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The Corporate Seal of the Corporation, if any, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board.

The term "contract, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures, promissory notes or other securities and all other paper writing.

Any officer, director, or authorized signatory of the Corporation may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

10.10 FISCAL YEAR The fiscal year of the Corporation shall terminate on such date as the Board may from time to time determine.

10.11 AUDITORS The members shall at each annual meeting either appoint an auditor to audit the accounts of the Corporation who shall hold office until the next following

annual meeting, or by unanimous approval, waive the appointment of an auditor. If an auditor is appointed, the Board may fill any casual vacancy in the office of the auditor. Any auditor appointed shall not be a member of the Board, an officer of the Corporation or a member of the Executive Committee.

10.12 SEVERABILITY If any provisions of these by-laws is determined by a court of competent jurisdiction to be illegal, invalid or unenforceable, it shall be deemed to be ineffective only to the extent of its illegality, invalidity or unenforceability without affecting the validity or enforceability of the remaining provisions of these by-laws.

BY-LAW NO. 2

Being a general by-law relating to the regulation of borrowing of the

MANITOBA ASSOCIATION OF RADIOLOGISTS INC.

hereinafter referred to as the "Corporation".

1. The directors may, without authorization of the members:

   (a) borrow money upon the credit of the Corporation;

   (b) issue, re-issue, sell or pledge debt obligations of the Corporation;

   (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation; and

   (d) subject to Section 42 of the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.

2. The words "debt obligation" and "security interest" shall have the same meaning as set out in *The Corporations Act*, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba.

3. The directors may from time to time by resolution delegate to an officer or officers or person or persons any of the powers conferred on the directors by paragraph 1 of this by-law to the full extent thereof or such lesser extent as the directors may in any such resolution provide.

4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purposes of the Corporation possessed by its directors or officers independent of this by-law and, in particular, are in addition to those given by Section 183 of *The Corporations Act.*