

**BYLAWS
of
PROVIDENCE HEALTH CARE PHYSICIANS AND SURGEONS ASSOCIATION**

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**BYLAWS
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PART 1. Interpretation

1. Definitions

In the Bylaws, unless the context otherwise requires:

“Address of the Society” means the address of the Society as filed from time to time with the Registrar in the Notice of Address;

“Board” means the board of Directors of the Society;

“Board Resolution” means:

- a) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
- b) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board;

“Bylaws” means the bylaws of the Society as filed in the Office of the Registrar;

“Providence Health Care” means St. Pauls’ Hospital and Mount St Joseph’s Hospital, located in Vancouver, British Columbia;

“Constitution” means the constitution of the Society as filed in the Office of the Registrar;

“Directors” means those individuals who have become Directors of the Society in accordance with the Bylaws and have not ceased to be Directors, and a **“Director”** means any one of them;

“Electronic Means” means any system, including but not limited to telephonic, electronic, radio, computer, or Internet-based technology or communications facility that:

- a. in relation to a meeting or proceeding, permits participants to communicate or otherwise participate as if they were present in person, and
- b. in relation to a vote, permits an eligible voter to cast a vote on a particular matter that adequately discloses the intention of the voter;

“Medical Staff” means a member of the Medical Staff Association;

“Medical Staff Association” means the **Providence Health Care** Medical Staff Association, a medical staff association at, St Paul’s and Mount St Joseph’s Hospitals, established pursuant to the Medical Staff Bylaws and Medical Staff Rules for Providence Health Care;

“Physician” means a member of the Medical Staff Association who is duly licensed by the College of Physicians and Surgeons of British Columbia and who is entitled to practice medicine in British Columbia;

“Providence Health Care” means Providence Health Care.

“Ordinary Resolution” means an ordinary resolution as defined in the Societies Act;

“Registered Address” of a member means the address of that individual as recorded in the register of members, and may include a fax number and/or email address;

“Registrar” means the Registrar of Companies of the Province of British Columbia;

“Society” means Providence Health Care Physicians and Surgeons Association;

“Societies Act” means the *Societies Act* (British Columbia) from time to time in force and all amendments to it and in the event of its repeal, all legislation that substantially replaces it;

“Special Resolution” means a special resolution as defined in the Societies Act; and

“Voting Member” means a Physician who is a member of the Society.

PART 2. Membership

1. Admission to Membership

The members of the Society are the applicants for incorporation of the Society, and those individuals who subsequently become members, in accordance with the Bylaws and, in either case, have not ceased to be members.

2. Automatic Member

Except as otherwise provided herein, each physician member of the Medical Staff automatically becomes a member of the Society.

The Board may admit membership physicians who have retired within a period of 24 months from their retirement. Such physicians may be nominated as a director of the Society.

3. Membership Dues

There will be no annual membership dues payable by any member.

4. Cessation of Membership

Except as otherwise provided herein, an individual ceases to be a member of the Society:

- a) upon ceasing to be a Physician;
- b) upon ceasing to be Medical Staff;
- c) by delivering his or her resignation in writing to any one officer of the Society or by mailing or delivering it to the Address of the Society;
- d) on his or her death; or
- e) upon his or her expulsion.

5. Expulsion of Member

A member may be expelled by a Special Resolution of the Voting Members passed at a general meeting. Prior to such expulsion, the Society must send a written notice, with the reasons for the expulsion, to such member and provide the member with the opportunity to respond.

6. Standing of Members

All members are deemed to be in good standing.

PART 3. Meeting of Members

1. Time and Place of General Meetings

General meetings of the Society must be held at such time and such place in British Columbia, in accordance with the Societies Act, that the Directors decide.

2. Special General Meeting

Every general meeting, other than an annual general meeting, is a Special General Meeting.

3. Calling of Special General

The Directors may, when they think fit, convene Special General Meeting.

4. Notice of General Meeting

The Society will give not less than 14 days' written notice to each member of a general meeting, but these members may waive or reduce the period for a general meeting by unanimous consent in writing.

5. Contents of Notice

Notice of a general meeting will specify the place, the day and the hour of the meeting and shall include the text of any Special Resolutions to be proposed or considered at that meeting.

6. Omission of Notice

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

7. Annual General Meetings

An annual meeting shall be held at least once in every calendar year or as otherwise required under the Societies Act.

PART 4. Proceedings at General Meetings

1. Business at General Meetings

- a) Business to be conducted at annual general meetings shall include the following:
 - i. the adoption of rules of order;
 - ii. the consideration of the financial statements;
 - iii. the report of the Directors;
 - iv. the report of the auditor, if any;
 - v. the appointment and election of Directors, as applicable;
 - vi. the appointment of the auditor, as applicable;
 - vii. the other business that, under the Bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- b) Special business is:
 - i. all business at a Special General Meeting except the adoption of rules of order; and
 - ii. all business transacted at an annual general meeting with the exception of business listed above under paragraph 1. a).

2. Electronic Participation

The Board may determine, in its discretion, to hold any general meeting in whole or in part by Electronic Means so as to allow some or all members to participate in the meeting remotely.

Where a general meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting adequately.

Persons participating by Electronic Means are deemed to be present at such general meeting

3 Requirement of Quorum

Business, other than the election of Chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

4 Loss of Quorum

If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5. Quorum

A quorum at a general meeting is 5 Voting Members present a meeting.

6. Lack of Quorum

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in 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.

7. Chair

Subject to Bylaw 4.8, the President of the Society, the Vice President or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.

8. Alternate Chair

If at a general meeting

- a) there is no President, Vice President or other Director present within 15 minutes after the time appointed for holding the meeting, or
- b) the President and all the other Directors present are unwilling to act as the Chair,

the Voting Members present must choose one of their number to be the Chair.

9. Adjournment

A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

10. Notice of Adjournment

When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

11. Motions need not be Seconded

A resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.

12. No Casting Vote

In the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Voting Member, and the proposed resolution does not pass.

13. Entitlement to Vote

Each Voting Member is entitled to one vote at a general meeting.

14. Decisions by Show of Hands

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members.

15. Voting by Proxy

Voting my proxy is not permitted.

16. Resolutions in Writing

An Ordinary Resolution or a Special Resolution consented to in writing in accordance with the Societies Act may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Directors and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

17. Copy of Special Resolution to be filed with the Registrar

A copy of any Special Resolution passed in accordance with the Bylaws will be filed

with the Registrar in the appropriate form.

18. Minutes of General Meetings

The Secretary, or any other officer if no Secretary is appointed, shall ensure that minutes are taken for all general meetings of the Society and shall be responsible to arrange for the care and custody of such minutes.

PART 5. Directors

1. Powers of Directors

The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by the 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; and
- b) the Bylaws and the Constitution.

2. Director Must be a Voting Member

An individual must be a Voting Member of the Society to be eligible to be a Director of the Society, except as otherwise provided for herein.

- a) Excepted Circumstances for Appointment of a Retired Physician as Director

Where an individual is elected as a Director of the Medical Staff Association and he or she is not currently a Physician but retired within a period of 24 months prior to his or her election, he or she may be appointed as a member of the Society and serve as a Director.

3. Number of Directors

There shall be a minimum of 3 Directors, to a maximum of 7, as may be determined from time to time. by Ordinary Resolution.

4. Election and Appointment of Directors

Election of Directors, will be held at the annual general meeting, as may be required. Nominations from the floor at a general meeting will not be accepted.

5. Term of Directors

The term of Directors will normally be for a period of not more than two years. For

purposes of calculating the duration of a Director's term, the term will be deemed to commence at the close of the annual general meeting at which such Director was appointed or elected.

6. Term Limits

Directors may serve three (3) consecutive terms. The term of office of Directors will normally be subject to the same term limits, if any, of the Medical Staff Association.

7. Composition of the Board of Directors

When possible, the majority of Directors will be members of the Medical Staff Association Executive Committee. Where possible, the term of office of the Directors from the Medical Staff Association Executive Committee will align with that of the Society.

8. Vacancy Among Directors

The Directors may at any time and from time to time appoint a Voting Member as a Director to fill a vacancy in the Directors. A Director so appointed holds office only until the conclusion of the next annual general meeting of the Society, but is eligible for election at that meeting.

9. Invalidation of Acts

An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office.

10. Removal of Director

The Voting Members may, by Special Resolution, remove a Director, before the expiration of his or her term of office, and may appoint a successor to complete the term of office.

11. Ceasing to be a Director

Except as otherwise provided herein, an individual ceases to be a Director of the Society:

- a. upon expiry of his or her term;
- b. upon ceasing to be a Physician;
- c. by delivering his or her resignation in writing to any one officer of the Society or by mailing or delivering it to the Address of the Society;
- d. on his or her death; or
- e. upon his or her removal.

12. Compensation of Directors

A Director may be compensated for being or acting as a Director.

13. Reimbursement of Directors' Expenses

A Director may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

PART 6. Proceedings of Directors

1. Procedures of Meetings

The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

2. Quorum

The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.

3. Chair of Meetings

The President is the Chair of all meetings of the Directors, but if at a meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice President must act as Chair, but if neither is present the Directors present may choose one of their number to be the Chair at that meeting.

4. Calling of Meetings

A Director may at any time, and any one officer, on the request of a Director, must convene a meeting of the Directors.

5. Meeting Attendance

A meeting of the Directors may be held by means of a conference telephone call, Electronic Means, or other means by which all the Directors agree to participate in that manner and those participating can hear each other. A person participating in a meeting in such a manner shall be deemed to be present at the meeting.

6. Waiver of Notice by Absent Director

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, email, or other means, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn a notice of meeting of

Directors is not required to be sent to that Director, and any and all meetings of the Directors of the Society, notice of which has not been given to that Director, if a quorum of the Directors is present, are valid and effective.

7. Passing Resolutions

Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.

8. No Casting Vote

In the case of a tie vote, the Chair does not have a second or casting vote.

9. Motions need not be Seconded

A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the Chair of a meeting may move or propose a resolution.

10. Resolution in Writing

A Board Resolution in writing is as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such resolution will be filed with the minutes of the proceedings of the Directors and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11. Minutes of Directors Meetings

The Secretary or such other person designated shall ensure that minutes are taken for all meetings of Directors.

PART 7. Committees

1. Standing and Special Committees

The Directors may create standing and special committees as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a resolution of Directors. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only (e.g. working group, task forces, subcommittees). Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee will automatically be dissolved.

2. Delegation to Committees

The Directors may delegate any, but not all, of the powers of Directors to committees which may be in whole or in part composed of Directors as the Directors think fit.

3. Terms of Reference and Rules

In the event the Directors decide to create a committee, it must establish terms of reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Directors in the terms of reference or otherwise.

4. Committee Composition

- a) The terms of reference for each committee must set out the committee composition.
- b) Each committee must include Physicians and may include other individuals relevant to fulfilling the committee mandate.
- c) Where a committee's mandate addresses engagement matters impacting non-Physician Medical Staff, such committee must include non-Physician Medical Staff relevant to fulfilling the committee mandate.

PART 8. Officers

1. Election and Appointment of Officers

At the first meeting of the Directors, following the Annual General Meeting, the Directors may elect or appoint from among themselves, a President, a Vice President, a Secretary, a Treasurer or a Secretary- Treasurer, or such other officer as required, and determine the duties, responsibilities, if any, of such officers.

2. Term of Officers

The term of office for each officer will normally be two years. Where possible the term of office of each officer will coincide with their position on the Executive Committee of the Medical Staff Association, if applicable.

A Director may be elected as an officer for consecutive terms.

3. President

The President presides at all meetings of the Society and of the Directors.

4. Vice President

The Vice President must carry out the duties of the President during the President's absence.

5. Secretary

The Secretary shall be responsible for the following:

- a) ensuring the issuance of notices of meetings of the Society and Directors;
- b) ensuring there are minutes of all meetings of the Society and Directors;
- c) ensuring the custody of all records and documents of the Society; and
- d) ensuring the maintenance of the register of members.

6. Treasurer

The Treasurer shall be responsible for the following:

- a) ensuring the maintenance of the financial records, including books of account, necessary to comply with the Societies Act and Income Tax Act, as applicable; and
- b) ensuring financial statements are rendered to the Directors, members and others when required.

7. Combination of Secretary and Treasurer

The offices of Secretary and Treasurer may be held by one individual who will be known as the Secretary-Treasurer.

8. Absence of Secretary at Meeting

In the absence of the Secretary from a meeting, the Directors must appoint another individual to act as Secretary at the meeting.

9. Removal of Officer

A Physician who has been elected or appointed to an office of the Society, may be removed as an officer by a resolution passed at a meeting of the Directors by a majority of not less than two-thirds of the Directors present.

PART 9. Borrowing

1. Borrowing not Permitted

The Directors and officers may not, on behalf of and in the name of the Society, borrow, raise or secure the payment or repayment of money, including, but without limiting the foregoing, by the granting of guarantees or by the issue of debentures.

PART 10. Execution of Instruments

1. Execution of Instruments

Contracts, documents or instruments in writing requiring the execution by the Society may be signed by any two of the Directors, and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

PART 11. Indemnification

1. Indemnification of Directors and Officers

Subject to the provisions of the Societies Act, each Director of the Society will be indemnified by the Society against all costs, charges and expenses reasonably incurred in connection with any claim, action, suit or proceeding to which that individual may be made a party by reason of being or having been a Director of the Society.

2. Indemnification of Past Directors and Officers

To the extent permitted by the Societies Act, the Society will indemnify and hold harmless every individual heretofore now or hereafter serving as a Director or officer of the Society and that individual's heirs and personal representative, by reason of being or having been a Director of the Society.

3. Advancement of Expenses

To the extent permitted by the Societies Act, all costs, charges and expenses incurred by a Director with respect to any claim, action, suit or proceeding may be advanced by the Society prior to the final disposition thereof, in the discretion of the Directors, and upon receipt of an undertaking satisfactory in form and amount to the Directors by or on behalf of the recipient to repay such amount unless it is ultimately determined that the recipient is entitled to indemnification hereunder.

4. Approval of Court and Term of Indemnification

The Society will apply to the court for approval, if required, to ensure that the indemnities herein are effective and enforceable. Each Director of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.

5. Indemnification not Invalidated by Non-Compliance

The failure of a Director of the Society to comply with the provisions of the Societies Act, or of the Constitution or these Bylaws will not invalidate any indemnity to which he or she is otherwise entitled under this part.

6. Purchase of Insurance

The Society will purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such individual as a Director, officer, employee or agent.

PART 12. Notices to Members

1. Method of Giving Notice

A notice may be given to a member either personally, by electronic mail, or by mail to the member at the member's Registered Address. In addition to those methods, notice may also be given by posting a notice in the Medical Staff lounge at any hospital, residence, clinic or any other facility operated by Providence Health Care.

2. When Notice Deemed to Have Been Received

A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

3. Entitlement to Notice

Notice of a general meeting will be given to

- a) every member shown on the register of members on the day notice is given, and
- b) the auditor, if one has been appointed by the Society. No other person is entitled to receive a notice of a general meeting.

PART 13. Bylaws

1. Activities Carried on Without Purpose of Gain

The activities of the Society will be carried on without purpose of gain for its members and any income, profits or other accretions to the Society will be used in promoting the purposes of the Society as set out in the Constitution.

2. Entitlement of Members to Copy of Constitution and Bylaws

On being admitted to membership, each member is entitled to, and upon request, a Director of the Society will provide him or her, without charge, a copy of the Constitution and Bylaws of the Society.

3. Special Resolution Required to Alter or Add to Constitution and Bylaws

The Constitution and the Bylaws must not be altered or added to except by Special Resolution and with prior consent of the British Columbia Medical Association (doing business as Doctors of BC).

PART 14. Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- a) the Constitution and these Bylaws, and any amendments thereto;
- b) the statement of Directors and registered office of the Society;
- c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- d) resolutions of the Voting Members in writing, if any;
- e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- f) the register of Directors;
- g) the register of Members;
- h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- i) copies of orders made by a court, tribunal or government body in respect of the Society;

- j) the written consents of Directors to act as such; and
- k) the disclosure of a Director or senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Society, to inspect any other document or record of the Society and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents to which a Member is allowed to inspect may be provided on request by the Member for a fee to be determined by the Board, provided such fee does not exceed the limits prescribed by the Act.

PART 15. Restrictions on Distribution Upon Wind-up or Dissolution

1. Wind-up or Dissolution

Upon winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, will be distributed to Doctors of BC acting on behalf of the Specialist Services Committee.