

**INSPIREHEALTH  
ANNUAL GENERAL MEETING OF MEMBERS**

**September 11, 2013**

MINUTES of the annual general meeting of members of InspireHealth (the “Society”) held at Vancouver, British Columbia, on the 11th day of September, 2013, at the offices of the Society at Suite 200 – 1330 West 8th Avenue, at 6:02 p.m.

Present in person: Ryan Benn  
Hal Gunn  
Leonard Schein  
Manning Glicksohn  
Carol Thatcher  
Lionel Wilson

And any others on the attached sign-up form circulated at the annual general meeting. Other members, as per the attached proxies, were represented by proxy. Some non-members were also present, with the consent of the meeting.

Ryan Benn took the chair and Shelley Ross acted as recording secretary of the meeting.

Notice of the meeting having been sent to the members in accordance with the by-laws of the Society, and a quorum of members being present or represented by proxy, the chairman declared the meeting to have been regularly called and duly constituted for the transaction of business.

**RECEIPT AND APPROVAL OF MINUTES FROM 2012 AGM**

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT the Minutes from the 2012 AGM be accepted as read:

**Moved:** Leonard Schein      **Seconded:** Manning Glicksohn      **CARRIED:** Unanimous

**RECEIPT AND APPROVAL OF THE REPORT OF THE PRESIDENT (the Annual Report)**

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT the Report of the President be accepted as read.

**Moved:** Leonard Schein      **Seconded:** Manning Glicksohn      **CARRIED:** Unanimous

## FINANCIAL STATEMENTS

The Chairman submitted to the meeting the audited financial statements of the Society for the fiscal year ended March 31, 2013.

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT the audited financial statements of the Society for the fiscal year ended March 31, 2013 be and the same are hereby accepted.

**Moved:** Manning Glicksohn    **Seconded:** Hal Gunn    **CARRIED:** Unanimous

## AUDITORS

After discussion, on motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT Collins Barrow be and is hereby appointed the auditor and accountants of the Society to hold office until the close of the next annual meeting of members of the Society at a remuneration to be fixed by the board of directors, the board of directors being hereby authorized to fix such remuneration.

**Moved:** Carol Thatcher    **Seconded:** Leonard Schein    **CARRIED:** Unanimous

## DIRECTORS

The chairman stated that it was in order to proceed with the election of the directors for the ensuing year and declared the meeting open for nominations. The following persons were presented for election and ratification as directors commencing September 2013:

- Ryan Benn (Standing for election for a three year term)
- Jeremiah Morris (Standing for re-election for a two year term)
- Hal Gunn (Standing for re-election for a one year term)
- Janice Wright (Standing for re-election for a one year term)
- Manning Glicksohn (Standing for re-election for a two year term)
- Leonard Schein (Standing for re-election for a three year term)

There being no further nominations, the chairman declared nominations closed. The chairman called for a separate motion with respect to each nomination to the board of directors. No member demanded a ballot.

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT Ryan Benn be elected a director of the Society for the term of three years or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

**Moved:** Leonard Schein    **Seconded:** Manning Glicksohn    **CARRIED:** Unanimous

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT **Jeremiah Morris** be and he is hereby re-elected a director of the Society for a term of two years to hold office until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the *Society Act*.

**Moved:** Leonard Schein      **Seconded:** Manning Glicksohn      **CARRIED:** Unanimous

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT **Hal Gunn** be and she is hereby re-elected a director of the Society to hold office until the annual general meeting of members of the Society held after this day or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the *Society Act*.

**Moved:** Leonard Schein      **Seconded:** Manning Glicksohn      **CARRIED:** Unanimous

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT **Janice Wright** be and he is hereby re-elected a director of the Society to hold office until the annual general meeting of members of the Society held after this day or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the *Society Act*.

**Moved:** Leonard Schein      **Seconded:** Manning Glicksohn      **CARRIED:** Unanimous

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT **Manning Glicksohn** be and he is hereby re-elected a director of the Society to hold office for two years or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the *Society Act*.

**Moved:** Leonard Schein      **Seconded:** Hal Gunn      **CARRIED:** Unanimous

On motion duly made, seconded and carried unanimously, it was RESOLVED:

THAT **Leonard Schein** and he is hereby re-elected a director of the Society to hold office for three years or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the *Society Act*.

**Moved:** Hal Gunn      **Seconded:** Manning Glicksohn      **CARRIED:** Unanimous

## **SIGNING OFFICERS**

The chairman stated that it was in order to proceed with approval of the signing officers for the ensuing year. The following persons were presented for re-election as signing officers, may sign on behalf of the Society:

- Chief Executive Officer, Chief Operations Officer, Director Clinical Services, and Directors of the InspireHealth Board
  - Cheques up to \$5,000 must be signed by one signator
  - Cheques from \$5,000 to \$15,000 must be signed by two signators,

- Cheques \$15,000 or over must have two signatures, at least one of which must be a Director of the InspireHealth Society Board

**Moved:** Leonard Schein      **Seconded:** Manning Glicksohn      **CARRIED:** Unanimous

### **CONFIRMATION**

After discussion, on motion duly made, seconded and carried unanimously, it was **RESOLVED:**

THAT all acts, contracts, proceedings, appointments, elections and payments done, instituted, made and enacted by the directors and officers of the Society since the last annual general meeting of members of the Society, as same are set out or referred to in minutes of meetings of the board of directors or in the financial statements of the Society submitted to this meeting, be and the same are hereby approved, ratified and confirmed.

**Moved:** Carol Thatcher      **Seconded:** Leonard Schein      **CARRIED:** Unanimous

### **TERMINATION OF MEETING**

There being no further business to transact, upon motion duly made, seconded and carried unanimously, the meeting was terminated at 6:10 pm.

**Moved:** Manning Glicksohn      **Seconded:** Leonard Schein      **CARRIED:** Unanimous

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Chair – Ryan Benn

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Secretary -