

INSPIREHEALTH SOCIETY
ANNUAL GENERAL MEETING OF MEMBERS
September 17th, 2014

MINUTES of the Annual General Meeting of Members of InspireHealth (the “Society”) held at Vancouver, British Columbia, on the 17th day of September, 2014, at the offices of the Society at Suite 200 – 1330 West 8th Avenue, at 6:15 p.m.

Present in person:	Ryan Benn	Leona Kolla
	Manning Glicksohn	Leonard Schein
	Hal Gunn	Shakeel Velji
	Matt Heemskerck	Janice Wright

25 Proxies were received and 20 members were present in person for a total of 45 members represented. Some non-members were also present, with the consent of the meeting.

Ryan Benn took the Chair and Amber Baker 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.

ADDITION TO THE AGENDA

The Chairman suggested to the meeting for a new motion to be added to the agenda, to stagger the election terms of the Board Members to be elected to 1, 2, or 3 year terms.

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

THAT the Board Members be elected to 1, 2, or 3 years.

Moved: Leonard Schein **Seconded:** Don Vicic **CARRIED:** Unanimous

RECEIPT AND APPROVAL OF MINUTES FROM 2013 AGM

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

THAT the Minutes from the 2013 AGM be accepted as read.

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

RECEIPT AND APPROVAL OF THE PRESIDENT’S REPORT

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

THAT the President's Report be accepted as read.

Moved: Eva Wadolna **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, 2014.

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, 2014 be the same and hereby accepted.

Moved: Leonard Schein **Seconded:** Shakeel Velji **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 General 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: Manning Glicksohn **Seconded:** Janice Wright **CARRIED:** Unanimous

BYLAWS

The Chairman called upon Leonard Schein to discuss the proposed Bylaw amendments as follows:

- (a) to modify sections 2.7, 4.16 and 6.12 to allow for email communications between the Society and its members and Directors regarding a member's or Director's temporary absence from BC;
- (b) to amend sections 5.3 to provide that a Director cannot be an employee of the Society;
- (c) to modify Section 5.6(f), Appointment and Removal of Directors to specify that a person shall cease to be a Director of the Society by being deemed by the Board of Directors as not fulfilling his or her role as a Director and/or Officer;
- (d) to amend section 5.7 changing the minimum number of Directors to five and the maximum to nine;

- (e) to provide in section 5.9 that the President of the Society will attend meetings of the Board of Directors as a non-voting participant;
- (f) to provide in section 6.9 that at meetings of the Board of Directors, the Chair shall not have a casting or second vote in the case of an equality of votes;
- (g) to change section 12.2 to explicitly provide that notices sent by email shall be deemed to have been given on the day immediately following that on which the notice is sent by email; and
- (h) removing section 13.3(d) which states that Director disclosure of a financial interest in the Society does not apply to employment contracts.

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

THAT the proposed Bylaw changes be accepted as read.

Moved: Eva Wadolna **Seconded:** Matt Heemskerk **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 2014:

- Ryan Benn (Standing for re-election for a two year term)
- Matt Heemskerk (Standing for election for a three year term)
- Leona Kolla (Standing for election for a two year term)
- Jeramiah Morris (Standing for re-election for a one year term)
- Leonard Schein (Standing for re-election for a one year term)
- Shakeel Velji (Standing for 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 re-elected a Director of the Society to hold office for a two year period until the Annual General Meeting of Members of the Society in 2016 or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vivic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

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

THAT Matt Heemskerk be elected a Director of the Society to hold office for a three year period until the Annual General Meeting of Members of the Society in 2017 or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vicic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

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

THAT Leona Kolla be elected a Director of the Society to hold office for a two year period until the Annual General Meeting of Members of the Society in 2016 or until her successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vicic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

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

THAT Jeremiah Morris be re-elected a Director of the Society to hold office for a one year period until the Annual General Meeting of Members of the Society in 2015 or until her successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vicic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

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

THAT Leona Kolla be elected a Director of the Society to hold office for a two year period until the Annual General Meeting of Members of the Society in 2016 or until her successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vicic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

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

THAT Jeremiah Morris be re-elected a Director of the Society to hold office for a one year period until the Annual General Meeting of Members of the Society in 2015 or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vicic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

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

THAT Leonard Schein be re-elected a Director of the Society to hold office for a one year period until the Annual General Meeting of Members of the Society in 2015 or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vicic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

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

THAT Shakeel Velji be elected a Director of the Society to hold office for a three year period until the Annual General Meeting of Members of the Society in 2017 or until his successor is duly elected or appointed, subject to the provisions of the Society's bylaws and the Society Act.

Moved: Don Vicic **Seconded:** Manning Glicksohn **CARRIED:** Unanimous

SIGNING OFFICERS

The Chairman stated that it was in order to proceed with the 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, Director of 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

TERMINATION OF MEETING

There being no further business to transact, upon motion duly made, seconded, and carried unanimously, the meeting was terminated at 7:25 p.m.

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

Chair – Ryan Benn

Secretary – Amber Baker