

By-Law IX: Irregularities in Meetings

(1) Subject to clause (2) of this By-Law, all acts done by a Meeting or Sub-Committee of the Officers shall be valid, notwithstanding the participation in any vote of an Officer:

- (a) Who was disqualified from holding office;
- (b) Who had previously retired or who had been obliged by the Constitution or these By-Laws to vacate office;
- (c) Who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If, without both:

- (d) The vote of that Officer;
- (e) That Officer being counted in the quorum;

The decision has been made by a simple majority of the Officers at a quorate Meeting.

(2) Clause (1) of this By-Law does not permit an Officer to keep any benefit that may be conferred upon him or her by a resolution of a Meeting or Sub-Committee of the Officers if the resolution would otherwise have been void, or if the Officers have not complied with the Constitution and these By-Laws.

(3) A General Meeting may only invalidate a resolution or act of:

- (a) A Meeting of the Officers;
- (b) A Sub-Committee of the Officers;
- (c) A General Meeting;

If it may be demonstrated that a procedural defect in the same has materially prejudiced a member of the Society.

(4) An Officer must:

- (a) Declare the nature and extent of any interest, direct or indirect, which he or she has in any decisions of a Meeting of the Officers or General Meeting or in any transaction or arrangement entered into by the Society which has not been previously declared.
- (b) Absent himself or herself from any discussions of the Officers in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest, including but not limited to any personal financial interest.