

CANADIAN ASSOCIATION OF WOUND CARE

(the "Corporation")

BY-LAW NO. 2

being a by-law to amend By-law No. 1
of the Corporation

BE IT ENACTED as a by-law of the Corporation as follows:

Subject to the approval of the Minister of Industry,

By-law No. 1 of the Corporation be and it is hereby amended as follows:

1. Paragraphs 3.2 and 3.3 of By-law No. 1 be and the same are hereby repealed and revoked and the following paragraphs are hereby substituted therefor:

3.2 Classes of Membership: The membership of the Corporation shall consist of Class A Members, Class B Members and Honorary Members.

Class A Members: Class A Members shall consist of those eligible persons whose applications for admission as a Class A Member have been approved by the Board.

Class B Members: Class B Members shall consist of those eligible persons whose applications for admission as a Class B Member have been approved by the Board.

Honorary Members: Honorary Members shall act in a consultive capacity and shall consist of those individuals or corporations deemed worthy of such honor as approved by the Board.

For greater certainty, nothing herein contained shall be construed to preclude any Class A Member or Honorary Member from being eligible for election as a director and from being admitted as a Class B Member of the Corporation upon approval by the Board.

3.3 Voting Rights: Class A Members shall not be entitled to vote and shall not be required to receive notice of or attend meetings of members.

Each Class B Member shall be entitled to exercise one (1) vote at meetings of members.

Honorary Members shall not be entitled to vote and shall not be required to receive notice of or attend meetings of members."

II. The first paragraph of paragraph 5.2 of By-law No. 1 be and the same is hereby repealed and revoked and the following first paragraph is hereby substituted therefor:

"A director on the Board must not be less than eighteen (18) years of age, must be an individual, and must have power under law to contract. A director must be a Class B Member of the Corporation, or within ten (10) days after election to the Board, become a Class B Member."

III. Paragraph 5.5 of By-law No. 1 be and the same is hereby repealed and revoked and the following paragraph is hereby substituted therefor:

"5.5 Vacation of and Resignation from Office

The office of a director shall be vacated in the following circumstances:

- (a) if the director is found by a court to be of unsound mind;
- (b) if the director becomes bankrupt, or makes a proposal in bankruptcy;
- (c) if at any meeting, a resolution is passed by two-thirds (2/3) of the Class B Members present that the director be removed from office, provided that notice specifying the intention to pass such resolution has been given to the Class B Members and to the director in question;
- (d) if the director submits his or her resignation in writing to the secretary of the Corporation, which resignation is effective upon receipt or upon its terms if so stated;
- (e) if the director ceases to be a Class B Member; and
- (f) if the director dies."

IV. The effect of this by-law is to amend By-law No. 1 of the Corporation so that all references to "members" therein shall hereinafter mean, include and be read as "Class A Members and Class B Members" other than references to "members" in matters respecting the enactment, repeal and amendment of By-laws of the Corporation, quorum requirements and voting entitlement as more specifically set out in paragraphs 2.10, 4.6, 5.4 and 5.5 (as set out above) of By-law No. 1 whereby references contained in paragraphs 2.10, 4.6, 5.4 and 5.5 as to "members" shall mean and shall be read only as "Class B Members".

CERTIFIED to be a true copy of By-law No. 2 of CANADIAN ASSOCIATION OF WOUND CARE (the "Corporation"), which By-law No. 2 was passed at a meeting of the board of directors of the Corporation held on the 11th day of May, 2002, and was subsequently confirmed by at least 66-2/3 of the votes of the members of the Corporation cast at a special general meeting of the members held on the 11th day of May, 2002, which said by-law is now in full force and effect.

DATED this 11th day of December, 2002.



President – Heather Orsted