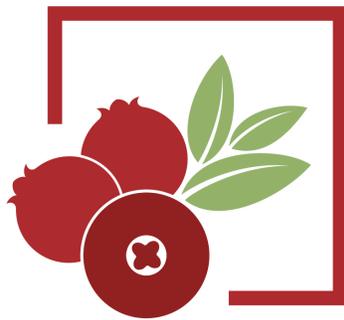


CODE OF ETHICS & BYLAWS



PACIFIC SOCIETY OF **NUTRITION MANAGEMENT**

Written 2018

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CODE OF ETHICS - PSNM:

I pledge to abide by the By-laws of the Canadian Society of Nutrition Management (CSNM) and the British Columbia Society of Nutrition Management (PSNM).

As a Nutrition Professional, I vow to practice my vocation with the highest level of integrity and competence as not to dishonor or harm the PSNM.

I will demonstrate good leadership and business acumen, while continuing to increase my knowledge, skills, competence.

I shall treat myself and others with respect ensuring to uphold confidentiality. I commit to help both my peers and those that I seek to serve.

"OBJECTIVES OF THE SOCIETY"

OBJECTIVES OF THE SOCIETY KNOWLEDGE/PERFORMANCE

To establish and maintain high standards of knowledge and competence for Nutrition Professionals working in Canada.

To establish and recognize through certification of qualified professionals' high standards of ethics and performance for the nutrition management profession in serving the public and the employer.

EDUCATION/TRAINING/RECRUITMENT

To evaluate and promote the quality and extent of education, training and accreditation in nutrition management.

To encourage the recruitment of personnel for the nutrition management profession.

COMMUNICATION

To provide the means for quality communication and information exchange among the Members of the Nutrition Management profession employed in the Canadian Health Care Industry, related industries and fields.

PUBLIC RELATIONS

To represent and promote the interests and concerns of the society and of its membership as they relate to other professional and trade associations, to industry and to governments.

ORGANIZATION

To provide the structural, financial, managerial and developmental foundation to enable the society to carry out its mission, goals, objectives and programs. The Pacific Society of Nutrition Management

ARTICLE I. NAME

1.01 The name of the society shall be the Pacific Society of Nutrition Management and shall be hereinafter being referred to as 'the Society'.

1.02 The use of the name of the Society shall be limited to such uses as may be necessary to fulfill the purposes and objectivities of the Society as in the present constitution.

1.03 The use of the name of the Society for any purpose other than described above shall be prohibited.

ARTICLE II. HEAD OFFICE

2.01 The head office of the Society shall be located in a city or town in the Province of British Columbia as may be determined from time to time by resolution of the Board of Directors of the Society at the place or places therein where business of the Society may from time to time be carried on.

2.02 The location of the head office may be changed from time to time with the procedures set forth in the Province of British Columbia Societies Act and the By-laws of the Society.

2.03 The Board of Directors of the Society may by resolution create and establish such other offices and agencies in such place or places throughout British Columbia as may be necessary to achieve the objectives and purposes of the Society.

ARTICLE III. SEAL

3.01 The Society shall have a common seal upon which the name of the Society shall be engraved as follows "The Pacific Society of Nutrition Management" and said seal may be changed by resolution of the Board of Directors.

3.02 The Board of Directors shall arrange the safe custody of the seal.

ARTICLE IV. MISSION STATEMENT

4.01 The mission of the Society is to represent, develop, educate and promote the profession of Nutrition Management in British Columbia.

ARTICLE V. MEMBERSHIP

5.01 a) There shall be the following classes of membership in the Society:

I. Active - Graduates of a CSNM accredited program which includes the writing of an entrance examination into the CSNM.

II. Associate - An individual interested in the activities of the PSNM.

III. Student - Any student enrolled in a CSNM accredited program.

IV. Inactive – A former active member who is not engaged in the Nutrition Management field but who wishes to maintain professional affiliation with PSNM.

b) All classes of membership shall be entitled to all rights and privileges of the Society; except that only active, inactive members shall have the right to vote at any meeting of the Society and to hold elected Office in the Society.

5.02 The Board of Directors shall from time to time by resolution determine the requirements for admission to each class of membership in the Society.

5.03 a) Members of the Society shall conduct themselves in accordance with the By-laws of the Society and the Code of Ethics.

b) A member in good standing of the Society is a member who complies with the By-laws of the Society and the Code of Ethics of the Society and whose membership fees are not in arrears.

5.04 a) Any member in good standing of the Society may resign by written notice to the Board of Directors within the first ninety (90) days of the current fiscal year of the Society.

b) A former member of the Society to which paragraph 5.05(a) applies may be reinstated as a member of the Society at any time within two (2) years of the aforementioned resignation upon payment of the membership fees for the current fiscal year and the said former member shall not be required to reapply for membership in the Society and such reinstatement shall be limited to one time per member only, except as otherwise prescribed by the Board of Directors.

c) A former member of the Society to which article 5.05(a) applies and whose resignation has been in effect for a period of two (2) years or more, must reapply for re-admission to the Society pursuant to membership requirements in effect at the time of said re-application for membership and subject to the approvals hereinbefore described.

d) Any former member of the Society who resigned other than in the manner set forth in article 5.05(a) or was suspended or expelled from the Society must

re-apply for re-admission to the Society pursuant to membership requirements in effect at the time of said re-application for membership and subject to the approvals hereinbefore described.

5.05 a) any member of the Society may be suspended or expelled from the Society if that member:

- I.** Acts in a manner prejudicial to the interests of the Society,
- II.** Conducts himself or herself in a manner detrimental to the interests of the Society;
- III.** Fails to comply with any of the By-laws of the Society or the Code of Ethics of the Society.

b) Any member of the Society shall be expelled in accordance with Article 5.05 (a) after:

- I.** Having received written notice of the charges and complaints against that member; and
- II.** Within six months of the said notification the member has been given the opportunity to appear before the Board of Directors of the Society to explain or refute the charge or complaints against the said member; and
- III.** After the appearance before the Board of Directors or the expiry of the six months from the date of the said notification, whichever shall be first, the Board of Directors shall pass a resolution confirming or nullifying the said suspension or expulsion; and
- IV.** If the suspension or expulsion is confirmed the member's name shall be struck from the membership register and he or she shall cease to be a member.

c) Failure to pay dues of the Society as in the manner set forth in Article 6, shall give rise to suspension of membership of the delinquent member by the Board of Directors of the Society without further notice or hearing.

5.06 Membership in the Society shall not be assignable or transferable.

5.07 Any and all applicants must have active membership in the Society and shall be required to be active members of the Canadian Society of Nutrition Management as a pre-condition to admission to membership in the British Columbia Society of Nutrition Management and shall be required to provide reasonable proof of such membership at the request of the Executive Committee of the Society.

5.08 a) Active members of the Society shall be required to maintain their status of active membership in the Canadian Society of Nutrition Management;

b) Failure to pay membership dues for either Society in accordance with their respective By-laws as the case may be will lead to a forfeiture of membership in the Society.

c) Any active member of the Canadian Society of Nutrition Management who resigns in good standing shall be considered as having forfeited membership in the British Columbia Society of Nutrition Management.

e) The Board of Directors and/or Executive Committee of the British Columbia Society of Nutrition Management shall at any time be entitled to use any reasonable means to assure itself of the membership status of any and all of its active members within the Canadian Society of Nutrition Management.

ARTICLE VI. MEMBERSHIP DUES

6.01 The Board of Directors shall determine the amount of annual membership dues of the Society.

6.02 Annual membership dues shall be due and payable by all members of the Society on the first day of April of each year.

6.03 Retired Members' membership dues shall be determined by vote at an annual AGM.

ARTICLE VII. MEETINGS

7.01 The Annual General Meeting of the Society shall be held at least once every calendar year and no more than six (6) months following the end of the fiscal year, and be held at said time and place in British Columbia, as decided upon by the Board of Directors. Notice of such meeting shall be sent to each member of the Society at least thirty (30) days prior to the date so fixed.

7.02 Notice of the Annual General Meeting shall specify the agenda of the meeting and the matters to be determined at the meeting.

7.03 The business transacted at an Annual General Meeting of the Society shall include:

a) The adoption of the minutes of the last Annual General Meeting or of subsequent Special General Meetings.

b) Receiving the annual reports.

c) Ratification of By-Laws and amendments as necessary.

d) The appointment of an accounting firm to conduct a financial examination.

e) The approval of the audited financial examination.

f) The election of Officers, as required.

7.04 A Special General Meeting of the Society may be called by the Executive Committee of the Board of Directors of the Society as requested by:

a) The President of the Society; or

b) The written requisition of active and in active of the Society holding not less than 10% of the total voting rights of all the voting members of the Society at the date of the requisition.

7.05 The requisition shall state the objects of the meeting requested, be signed by the active and inactive member (s) presenting the requisition and to be sent to the Secretary of the Society. It may consist of several documents in like form each signed by one or more of the requisitioning members.

7.06 Such Special General Meeting shall be held at such time and place as may be determined by the Executive Committee but must be held within ninety (90) days of receipt of the request.

7.07 The notice of a Special General Meeting shall be sent to each member of the Society at least thirty (30) days prior to the date so fixed and such notice shall further set forth the objects of the Special General Meeting.

7.08 Unless otherwise provided in the By-laws, the procedure at meetings shall be according to Roberts's Rules of Order (Revised).

7.09 a) Each active and inactive member in good standing of the Society is entitled to one (1) vote at the Annual or any Special General Meeting of the Society;

b) Votes may be cast either in person or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointer (the member) or of the appointer's attorney duly authorized in writing.

7.10 Except as provided by the British Columbia Societies Act or by these By-Laws, every question at any meeting of the membership of the Society shall be decided by a majority of votes cast.

7.11 A copy of the year-end report of the Board of Directors, including the final year-end financial Examination of the Society presented at the Annual General Meeting of the Society, shall be furnished to any member upon request by that member.

7.12 The quorum for the transaction of business at any meeting of the membership shall be the lesser of thirty (30) members or 10% of the inactive and active members of the Society, present in person or by proxy.

ARTICLE VIII. BOARD OF DIRECTORS

8.01 a) The activities and business of the Society shall be managed by a board of not more than ten (6) directors.

b) The Board of Directors shall consist of the Officers of the Society.

c) The term of office for the positions of Secretary and Treasurer shall be two year (2) with a right to stand for one (1) more two (2) year consecutive term for re-election.

d) The President of the Society shall be the Chairperson of the meetings of the Board of Directors. In absence of the President, the President-Elect shall be the Chairperson of the meetings of the Board of Directors. In the absence of the President and the President-Elect, the Directors in attendance shall choose one of their members to be the Chairperson of a meeting of the Board of Directors.

8.03 The President, the President-elect or a majority of the Board of Directors may at any time summon a meeting of the Board of Directors of the Society with notice of the time, place and agenda sent by electronic and registered mail thirty (30) days in advance.

8.04 Four Directors shall constitute a quorum for the transaction of business of the Board of Directors.

8.05 Unless otherwise specifically provided by the British Columbia Societies Act or these By-laws, questions arising at any meeting of the Directors shall be decided by a majority of votes and when there is an equality of votes the Chairperson of the meeting shall have a casting vote.

8.06 The Board of Directors may exercise all such powers of the Society as are not by the British Columbia Societies Act or by these By-laws required to be exercised by the members of the Society at a general meeting of the Society, and specifically but not so as to limit the generality of the foregoing the powers of the Board of Directors include:

a) Power to appoint such agents or contractors as the Board of Directors may deem necessary from time to time and such persons shall have the authority to perform such duties as shall be prescribed by the Board of Directors.

b) Power to authorize expenditures on behalf of the Society as required. The Board of Directors shall have power to hire contractors, from time to time deem appropriate, determine their powers and duties and affix payment for services rendered.

c) Power from time to time:

I. Secure any such bonds or other securities.

II. Power to take such steps as the Board of Directors may deem necessary from time to time to enable the Society to procure and receive any donations and benefits for the purpose of furthering the objectives of the Society.

8.07 No remuneration shall be paid to the Directors of the Society for services rendered by those Directors to the Society; but the Directors may be entitled to be reimbursed by resolution of the Board of Directors for reasonable out-of-pocket expenses as well as expenses incurred in their attendance at each meeting of the Board of Directors of the Society.

8.08 Every Director the Society and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society, from and against:

a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing what so ever, made, done or committed by him, in or about the execution of the duties of his office or in respect of any such liability;

b) All other costs, charges and expenses which be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by way of his or her own willful neglect or default.

8.09 The office of a Director shall be automatically vacated:

a) If the Director shall resign his office by delivering a written resignation to the President of the Society;

b) If at a Special General Meeting of the members of the Society, a resolution is passed by a majority of the members present at the meeting that he be removed from office

8.10 The continuing Directors may act notwithstanding the vacant seat in their body, and the Directors shall have the power at any time to appoint an active member of the Society as a Director to fill any vacancy created by the retirement of a Director excepting

the office of President and/or President Elect. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed or resigned.

8.11 A resolution signed by all the Directors of the Society shall be valid and binding as if it had been passed at a meeting of the Board of Directors duly called and constituted.

8.12 a) Directors must be an active in good standing of the Society;

b) The election of the Directors of the Society may be conducted by private ballot at the AGM and/or as by proxy as determined by the Board of Directors.

ARTICLE IX. BOARD OF DIRECTORS

9.01 The Officers of the Society are the President, the President-Elect, Past-President, Secretary and Treasurer.

9.02 The Board of Directors shall present to the members of the Society at the Annual General Meeting, the nominations for President-Elect, Secretary, and Treasurer (and any vacant Standing Committee Chairs). The membership will, by ballot, select a single candidate for each position.

9.03 An officer of the Society may be removed from office by a resolution of the Board of Directors for: Nonperformance of duties and for any other reason that the Board, in its sole and absolute discretion: considers to be reasonable, having regards to the purpose(s) of the Society.

9.04 The President and other Officers of the Society shall exercise such powers, authority and perform such duties as prescribed by the Board of Directors.

ARTICLE X. EXECUTIVE COMMITTEE

10.01 There shall be an Executive Committee of the Board of Directors consisting of the Officers of the Society who are: The President, President-elect, Past-president, Secretary and Treasurer. Three members of the Executive Committee shall constitute a quorum for meetings of the Executive Committee.

10.02 The Board of Directors shall supervise, control and direct all the activities of the Society. The Board of Directors may delegate, by resolution, to the Executive Committee all powers, duties and authority of the Board of Directors, which may be delegated subject to restrictions and reservations set forth by the By-lays of the Society.

10.03 The Chairperson of the Executive Committee shall be the President of the Society. Questions arising at any meeting of the Executive Committee shall be decided by

a majority of votes and when there is an equality of votes, the Chairperson of the meeting shall have a casting vote.

10.04 The meetings of the Executive Committee shall be called at such time and at such place as shall be determined by the President of the Society.

10.05 Each member of the Board of Directors shall receive a copy of the minutes of regular meetings of the Executive Committee and of special meetings called by the Executive Committee as well as notification of any substantial act taken by the Executive Committee.

a) The President shall preside at all meetings of the Board of Directors and all meetings of the membership of the Society, shall be an ex-officio member of every committee appointed by the Board of Directors and shall supervise all activities of the Society;

b) If the office of the President becomes vacant or if the President is absent, the President-Elect shall assume duties of this office at the request of the President or of the Board of Directors, and shall act as President in any event in the year subsequent to having acted as President-Elect;

c) The President-Elect shall assist and advise the President and shall become acquainted with the duties of the President and with the general activities of the Society and shall be ex-officio a member of all committees.

d) The Past-President shall act as counsel and advisor to the President of the Society;

e) The Treasurer shall be responsible for treasury functions and expenditures by the Society and the investment of any surplus funds as approved by the Board of Directors. The Treasurer shall ensure that membership fees and monies received in the name of the Society are deposited in a bank or banks approved by the Board of Directors and from the funds of the Society shall pay all obligations and debts of the Society as they fall due. The Treasurer shall be responsible for the control of all estimates of receipts and expenditures approved by the Board of Directors, for the preparation of all financial statements and budgets. The Treasurer shall be the Chairperson of the Finance Committee and shall have any and all duties and powers usually vested in a treasurer.

f) The Recording Secretary shall ensure the recording and filing in the official minute books of the Society, the minutes of every meeting of the members, the Board of Directors and the Executive Committee. The Secretary shall also be responsible for:

I. Ensure the receiving and filing all reports of all committees; minutes of the Board of Directors, and of the Annual or Special General Meetings of the Society;

II. Ensuring that members are notified of the Board of Directors, members of the Nominating Committee, and Chairpersons of the Standing Committees of their Election or appointment

ARTICLE XI. COMMITTEES

11.01 The Chairpersons of all standing committees shall be appointed by the President of the Society. The Chairperson shall select the members of their committees who shall serve as members for one year and are eligible for re-appointment. Chairpersons of committees shall have the right to remove appointed members from their committee during a term and to fill any vacancies which may occur.

11.02 The Board of Directors shall have the right to approve the participation of all members of any committee of the Society. The Board of Directors may remove any committee member(s) during a term. Non-performance of duties, any other reason that the Board in its sole and absolute discretion considers to be reasonable grounds, having regard to the purpose(s) of the Society.

11.03 A Chairperson of any standing committee may be removed before the expiration of his/her term of office, by a resolution of the Board of Directors or by a resolution approved at General meeting of the Society for: Non-performance of duties. Any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose(s) of the Society. The Board of Directors or Member at a General meeting may, by resolution appoint another member to replace the Chairperson, for the balance of the term.

11.04 The Executive Committee of the Society may remove any member of a standing Committee (excluding the Chairperson) before the expiration of the term for: Non-performance of duties. Any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose(s) of the Society. The Standing Committee Chairperson may appoint another member to replace this position for the balance of his or her term.

11.05 Projects of all Committees of the Society shall be subject to the approval of the Board of Directors of the Society.

11.06 Detailed duties and responsibilities of the Committees shall be outlined by the Board Directors.

11.07 All Committees shall meet at the call of the Chairperson of each Committee or upon requisition by a majority of the members of each Committee.

11.08 The Board of Directors, may establish ad-hoc committees as required.

ARTICLE XII. AREA CHAPTERS

12.01 The Board of Directors of the Society may form Area Chapters. Area Chapters may only be formed after approval of the Board of Directors of the Society of an application made on behalf of the members of the Society residing or employed in the area for which the chapter is being sought.

12.02 The Area Chapters May:

a) subject to the approval of the Board of Directors, establish they will establish the PSNM By-Laws for the operation of their Area Chapter;

b) formulate and implement local programs which are consistent with the By-laws and Code of Ethics of the Society;

c) Undertake such other activities and actions as may be consistent with the By-laws and Code of Ethics of the Society and Area Chapter.

12.03 The affairs and business of each Area Chapter shall be managed through an Executive Committee comprised of a Past-President, President, Chapter Representative and Secretary as well as any other Officers as the Chapter members shall see fit to elect to conduct the business of the Chapter. The Chapter Executive Committee shall have the power to charge its's members, from its members such monies as may be required from time to time to carry on its activities.

12.04 The fiscal year for each Area Chapter shall be the same as the fiscal year for the Society, April 1st to March 31st.

12.05 No Area Chapter shall, without prior written consent of the Board of Directors of the Society, engage in any activity or undertaking that may be considered by the public to represent the Society.

12.06 The operation of the Area Chapter may be suspended at any time for cause on a two-third (2/3) majority vote of the Board of Directors. In the event of the suspension of the Chapter for cause or otherwise, any monies held by the Provincial Area Chapter for its activities shall be turned over and held by the Treasurer of the Society for disposition as the Board of Directors may direct.

12.07 Each Area Chapter is entitled to apply for an education grant from the Society. The amount of the education grant, if any shall be in the absolute discretion of the Board of Directors of the Society.

12.08 The jurisdictional territory of the British Columbia Society of Nutrition Management are determined by the Province of British Columbia boundaries.

12.09 Each Provincial Area Chapter shall be known as "The British Columbia Society of Nutrition Management Provincial Area (name)."

12.10 Active membership in the Provincial Area Chapter shall be limited to members of the British Columbia Society of Nutrition Management in good standing who reside in or are employed in the Provincial Area Chapter in which they seek membership.

ARTICLE XIII. SIGNATURE AND EXECUTION OF DOCUMENTS

13.01 The President or the President-Elect together with the Secretary or any other Officer shall have the authority to sign in the name and on behalf of the Society and affix the seal of the Society to all instruments, contracts, and documents in writing and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality.

13.02 All cheques shall; be signed by any two of the following: The President, Treasurer or any other member of the Board of Directors as designated by the Board of Directors from time to time.

b.) Electronic payments may be authorized by the Treasurer and / or such officer as designated by the Board of Directors of the Society.

13.03 The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by the resolution of the Board of Directors of the Society.

ARTICLE XIII. FISCAL YEAR

14.01 The fiscal and financial year of the Society shall be April 1st to March 31st.

ARTICLE VX. AUDITOR

15.01 The Treasurer shall ask for a motion from the floor to appoint an auditor, unless otherwise permitted and approved in accordance with the British Columbia Not for Profit Corporations Act, the Treasurer will request on behalf of the Society at the Annual General Meeting-a motion for recommended accounting firm that can provide our Annual year-end financial statements.

15.02 The Board of Directors of the Society may fill any vacancy in the firm providing financial services, by appointing an interim firm.

ARTICLE XVI. BOOKS AND RECORDS

16.01 The Board of Directors shall see that all necessary books and records of the Society, required by the By-laws of the Society or any other applicable statute or law, are regularly and properly kept.

ARTICLE XVII. AMENDMENT OF BY-LAWS

17.01 The Board of Directors may from time to time enact, repeal or amend the By-laws of the Society by way of By - Law passed by majority of Directors of the Society but such amendment, enactment or repeal must be sanctioned by an affirmative vote of at least two-thirds (2/3) of the members of the Society present in person or by proxy at an Annual General Meeting or at a Special General Meeting called for that purpose.

ARTICLE XV111. RULES AND REGULATIONS

18.01 The Board of Directors of the Society may by resolution prescribe such rules and regulations including a Code of Ethics, not inconsistent with these By-laws, relating to the management and operation of the Society.

ARTICLE XV1111. INTERPRETATION

19.01 In these By-laws the singular includes the plural and the plural includes the singular and the masculine includes the feminine and the feminine includes the masculine.

ARTICLE XX. NOTICES

20.01 All notices as required in any of the aforementioned paragraphs are deemed delivered four (4) days after postmark at the last known address of the recipient according to the Society record. It is the recipient's responsibility to notify the Secretary of any change of address.

ARTICLE XXI. CSNM BY-LAWS

21.01 The British Columbia Society of Nutrition Management being a Chapter Society which represents the interests of the members of the Canadian Society of Nutrition Management within the Province of British Columbia, Canada, and which represents the interest of other members of the latter association which are (or become) members of the said Chapter Association but do not necessarily reside in the said Province of British Columbia, submits itself to respecting and obeying the by-laws and decrees duly passed and implemented by the Canadian Society of Nutrition Management, its membership, Board of Directors, Executive Committee, and Officers. The Canadian Society of Nutrition Management, being an Association, which is regulated by the Canada Corporations Act, submits itself to respecting and obeying any and all guidelines and regulations that the said Act imposes upon it as a Chapter Association of a Parent Corporation (namely: The Canadian Society of Nutrition Management/ Societe Ontarienne de Gestion de la Nutrition.

The undersigned, being all of the members of the BC Societies Act, hereby confirm, pursuant to the provisions of The Corporation Act, the foregoing by-law No. 1 of the by-laws of the said Corporation signed by all of the directors of the Corporation as by-law thereof pursuant to the provisions of the said Act.

DATED the _____ **of** _____, **20** ____.

NAME	SIGNATURE
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____