



BY— LAW NO. 1

ONTARIO ASSOCIATION OF NATUROPATHIC DOCTORS

Most recent amendments confirmed as amended by Members on November 11, 2022 and
incorporated herein.

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ONTARIO ASSOCIATION OF NATUROPATHIC DOCTORS

BY---LAW NO. 1

A By-law relating generally to the activities and affairs
of the

ONTARIO ASSOCIATION OF NATUROPATHIC DOCTORS

WHEREAS by Letters Patent dated October 12, 1950, the Ontario Naturopathic Association was incorporated as a non-share capital corporation under the laws of Ontario, and by Supplementary Letters Patent dated May 30, 1997, the Ontario Naturopathic Association changed its legal name to Ontario Association of Naturopathic Doctors;

AND WHEREAS the members and directors of the Association deem it expedient that these by- laws for the regulation of the activities and affairs of the Association should be enacted;

NOW THEREFORE, BE IT ENACTED that all by-laws previously enacted be repealed as of the coming into force of these by-laws and that the following By-law No. 1 be adopted on the date that it is confirmed by the members, as the new By-law No. 1 for regulating the activities and affairs of the Association.

ARTICLE 1 DEFINITIONS/INTERPRETATION

1.1 Definitions

In these by-laws the following terms shall have the following meanings:

- (a) "Act" means the Not-for-Profit Corporations Act (Ontario) and includes all regulations made thereunder, including any successor legislation, as amended from time to time.
- (b) "Articles" means the incorporating documents of the Association and includes the Letters Patent, Supplementary Letters Patent and any articles of amendment, amalgamation, continuance, incorporation, reorganization, arrangement or revival, and all restated articles, from time to time in force and effect.
- (c) "Association" means Ontario Association of Naturopathic Doctors, a non-share capital (non-profit) corporation incorporated under the laws of Ontario by Letters Patent dated October 12, 1950.
- (d) "Board" means the Board of Directors of the Association.
- (e) "Chief Executive Officer" or "CEO" means the senior management leader, engaged by the Board to oversee the day to day operations of the Association, as described in section 12.8.
- (f) "College" means the College of Naturopaths of Ontario.

- (g) "Director" means a director of the Board.
- (h) "Executive" or "Executive Committee" means the Officers of the Association, currently comprised of the Chair, Vice-Chair, Secretary, and Treasurer of the Association.
- (i) "Governing Documents" means the Articles.
- (j) "Majority" means a simple majority (i.e. greater than 50%) unless specified otherwise in these by-laws.
- (k) "Naturopathic Doctor" means any person who is registered with the College of Naturopaths of Ontario.
- (l) "Naturopathy Act" means the *Naturopathy Act, 2007*.
- (m) "Officer" means an officer of the Association elected by the members.
- (n) "Ordinary Resolution" means a resolution that is passed (with or without amendment) by a Majority of votes cast at a members meeting, or a resolution that is consented to (with or without amendment) by each member of the Association entitled to vote at a meeting of the members of the Association or the member's attorney.
- (o) "Proxy" means an authorization through which a member has appointed a proxyholder to attend and act on the member's behalf at a meeting of the members.
- (p) "Special Resolution" means a resolution that is submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two thirds of the members casting votes, or a resolution consented to in writing by all members entitled to vote on such resolution.

1.2 Interpretation

- (a) In these by-laws, the singular shall include the plural and the plural the singular, words importing gender include the masculine, feminine and neutral genders and unless the context otherwise requires, references to persons shall include individuals, corporations, partnerships, trusts and unincorporated associations.
- (b) The *Not-for-Profit Corporations Act* came into force on October 19, 2021; any section of this By-law that refers to that legislation is in effect as of that date.

ARTICLE 2 OBJECTIVES

2.1 Purposes

The purposes of the Association are to:

- (a) promote and develop naturopathic medicine;
- (b) educate the general public concerning the benefits to be derived from naturopathic medicine and to publish and disseminate information to this end;
- (c) unite, for their mutual interest, Naturopathic Doctors in the Province of Ontario;
- (d) foster and encourage professional, social and educational activities among the members of the Association;
- (e) support the highest standard of professional training, competency, and qualifications of Naturopathic Doctors;
- (f) acquire and hold assets, both real and personal, for the benefit of the membership and to promote the purposes of the Association;
- (g) seek and maintain appropriate governing legislation for the naturopathic profession, including self-governance, by use of all permissible strategies in a free and democratic society; and
- (h) (h) support scientific interest and investigation in the field of naturopathic medicine.

2.2 Activities

The activities of this Association shall be those which are consistent with and directed to the attainment of the objectives listed above.

ARTICLE 3 OPERATION OF THE ASSOCIATION

3.1 Registered Office

The registered office of the Association is located at Toronto but may be changed from time to time in accordance with the Act.

3.2 Books and Records

All necessary books and records of the Association required by the by-laws of the Association or by any applicable statute shall be regularly and properly kept at the registered office of the Association. Without limiting the generality of the foregoing, the following records shall be prepared and regularly maintained:

- (a) the Association's Articles and by-laws, and amendments to them;
- (b) minutes of meetings of the members and of any committee of members;
- (c) resolutions of the members and of any committee of members;
- (d) minutes of meetings of the Directors and of any committee of Directors;
- (e) resolutions of the Directors and of any committee of Directors;
- (f) register of Directors and their written consent to act as Directors;
- (g) register of Officers;
- (h) register of members; and
- (i) accounting records adequate to enable the Directors to ascertain the financial position of the Association with reasonable accuracy on a quarterly basis.

3.3 Financial Year

The financial year of the Association shall be from January 1 through December 31.

3.4 Non-Profit Organization

The Association is a non-profit organization. This shall not, however, affect the right of the Association to remunerate any Officer or Director for services rendered, or pay any employees, as may be required. This Association may, in addition, engage in such fundraising activities as are in keeping with its status as a non-profit organization, in accordance with all applicable provincial and federal regulations and approved by the Board.

ARTICLE 4 FINANCIAL AFFAIRS

4.1 Loans

No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authorization may be general or confined to specific instances.

4.2 Deposits

All funds of the Association not otherwise utilized shall be deposited from time to time to the credit of the Association in banks, trust companies or other depositories as the Board may select.

4.3 Borrowing

Subject to limitations set out in the Act, the Governing Documents and this by---law, the Board may:

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell or pledge debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; or
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

4.4 Delegation

From time to time, the Board may by resolution delegate the powers referred to in Section 4.3 to a Director, committee of Directors or an Officer.

ARTICLE 5 AUDITORS

5.1 Appointment

At each annual meeting of the Association, the members shall appoint an auditor who is licensed under the *Public Accountancy Act* (Ontario) as auditor to hold office until the next annual meeting of the members, or approve a special motion authorizing the Board to appoint an auditor at a later date. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed. The auditor shall meet the test of independence set out in the Act.

5.2 Reporting

The auditor or upon proclamation of the *Not-for-Profit Corporations Act* (Ontario), the auditor or other person shall report to the members on the financial statements to be laid before the Association at the annual meeting and on those other matters required by the Act.

5.3 Qualifications

No person shall be appointed as auditor of the Association who is a Director, Officer or employee of the Association or who is a partner, employer or employee of any such Director, Officer or employee.

ARTICLE 6 MEMBERSHIP

6.1 Class of Members

There shall be one class of members of the Association.

6.2 Eligibility for Membership

Persons eligible for membership in the Association are:

- (a) any person who is registered with the College of Naturopaths of Ontario, whether or not they are actively practicing naturopathy;
- (b) Directors (whether or not they are Naturopathic Doctors) until proclamation of the *Not-for-Profit Corporations Act* (Ontario) after which only Directors who are Naturopathic Doctors; and
- (c) retired Naturopathic Doctors.

6.3 Requirements for Membership

In addition to being eligible for membership under Section 6.2, an applicant must:

- (a) have paid their dues to the Association;
- (b) agree to comply with the objectives of the Association, by-laws and Articles; and
- (c) be approved by resolution of the Board.

Requirements for membership are continuing requirements which must be met in order to maintain membership.

6.4 Voting

Each member shall be entitled to one vote at all meetings of members.

6.5 Termination of Membership

Membership in the Association is not transferable and automatically terminates:

- (a) if the member, in writing, resigns as a member of the Association;
- (b) if the member dies;
- (c) if the Board terminates the membership in accordance with section 6.6; or
- (d) if the Association is liquidated or dissolved.

6.6 Board Discipline or Termination of Membership

- (a) The Board may discipline or terminate a member's membership provided that:
 - (i) the member is given at least 15 days' notice of a disciplinary action or termination with reasons; and
 - (ii) the member is given an opportunity to be heard, orally or in writing, not less than five days before the disciplinary action or termination of membership becomes effective, by the Board or the members with the authority for imposing or revoking the disciplinary action or termination.
- (b) Notice under this section may be given by any method reasonably intended to give actual notice.

6.7 Notification of Change of Address

The Association shall be notified within 30 days of any change of address, or telephone number, of any member as a precondition to the maintenance of active membership.

ARTICLE 7 MEETINGS OF MEMBERS

7.1 Annual Meeting

- (a) The annual meeting of the Association shall be held at such time and place as may be established by the Board (within 15 months after holding the preceding annual meeting).

- (b) Any member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the (Board) approved financial statements and auditor's report and other financial information required by the Articles or by-laws.
- (c) The business transacted at the annual meeting shall be for the purposes of:
 - (i) receipt of the minutes of the previous meeting of Members;
 - (ii) consideration of the financial statements;
 - (iii) auditor's report;
 - (iv) reappointment of the incumbent auditor and fixing or authorizing the Board to fix the remuneration therefor;
 - (v) election of Directors; and
 - (vi) the transaction of any other business properly brought before the meeting, including consideration of any proposals made by members in accordance with the Act.
- (d) Special business transacted at an annual meeting requires specific advance notice and includes any business not included in clause 7.1(c), such as:
 - (i) approval of By-law amendments;
 - (ii) Special Resolutions; or
 - (iii) the appointment of a new auditor.

7.2 Notice of Annual Meeting

Notice of the time, place and date of the meeting and the general nature of the business to be transacted, including notice of the matters set out in section 7.1(d), shall be given under the direction of the Secretary by pre-paid mail, or e-mail sent at least 30 days and not more than 50 days in advance of the meeting, to the members, affiliates, each Director and the auditor for the Association, at their last known address in the Association's records. The notice shall contain sufficient information concerning any special business (see section 7.1(d)) to permit members to form a reasoned judgment on the decision to be taken as well as the text of any Special Resolution to be submitted to the meeting. The Association shall send, or otherwise make available a form of proxy to each member who is entitled to receive notice of the meeting concurrently with or before giving notice of the meeting. Further, where applicable, the Association shall include in notices of meetings any member proposal and/or statement properly submitted to the Secretary of the Association at least 60 days before the meeting. A form of proxy shall accompany the notice of annual meeting sent to each Member.

7.3 Special Meetings

The Board may at any time call a special meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special meeting of members shall be called by the Board on the written request of six members. A special meeting of members may also be called by the members as provided in the Act. Notice for any special meeting shall be accomplished in the same manner as for the annual meeting except that notice shall be provided at least 15 days in advance of the meeting.

7.4 Record Date

The Board shall fix a time and date, at least 50 days in advance of any meeting of the members, as the record date for the determination of those members entitled to notice of and to vote at a meeting of the members. Any person who is not a member as of the record date is not entitled to notice of or to vote at the meeting for which the record date has been established.

7.5 Quorum

Fifty members present at any meeting of members present in person shall constitute a quorum. If a quorum is present at the opening of a meeting of the members, the members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

7.6 Persons Entitled to be Present

The only persons entitled to attend a members meeting are the members, the Directors, the auditors of the Association, the affiliates and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the Majority consent of the members present at the meeting.

7.7 Proxies

- (a) Every member entitled to vote at a meeting of the members may, by means of a proxy or one or more alternate proxyholders, appoint a person who need not be a member, as nominee for the member, to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxy shall be in the form required under the Act, and shall be in writing, and executed by the member entitled to vote or the attorney of the member authorized in writing, and is only valid for the meeting at which it is given and any meeting arising due to an adjournment of that meeting. Subject to the requirements of the Act, a proxy may be in the following form:

The undersigned member of the Ontario Association of Naturopathic Doctors (the "Association") hereby appoints <> of <> or failing them, <> of <> as the proxy of the undersigned to attend and act at the meeting of the members of the said Association to be held on **the <> day of <>, 20<>**, and at any adjournment or adjournments thereof in the

same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof. DATED the <> day of <> , 20<>. Signature of member

and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe all in accordance with the Act. A member may revoke a proxy by ensuring it is received at the registered office at any time up to and including the last business day before the day of the meeting or a continued meeting (if the meeting was adjourned), or by ensuring it is received by the Chair on the day of the meeting or continued meeting.

7.8 Show of Hands

- (a) Except as provided in paragraph (b), at all meetings of members, every question shall be decided by a show of hands and by voice unless otherwise required by a by-law of the Association or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands and by voice, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one vote. Whenever a vote by a show of hands and by voice has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and any entry to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. In the event of a tie, the vote shall be considered to have been lost.
- (b) With due notice from the Board, where there are multiple qualified nominees for a vacancy on the Board, the Board may require voting for a Director to take place via a paper or electronic balloting election process conducted prior to or during a meeting of members. Any voting by mail or by telephonic or electronic means may be used only if the votes may be verified as having been made by members entitled to vote, and the Association is not able to identify how each member voted.

7.9 Means of Meeting

Any meeting of members may be held entirely by telephonic or electronic means that permit all persons participating in the meeting to communicate with each other adequately during the meeting, and a member participating in the meeting by those means is deemed, for the purposes of the Act and this By-law, to be present at the meeting.

ARTICLE 8 AFFILIATES

8.1 Classes of Affiliates

There shall be affiliates of the Association who shall be entitled to attend membership meetings of the Association, receive newsletters, participate in committees of the Association, but who do not constitute members of the Association and who do not have a vote at membership meetings. Affiliates shall be eligible, at the discretion of the Board, for any discounts available through the Association. Classes of affiliates include the following, which may be added to by resolution of the Board.

- (a) Student Affiliates - persons enrolled on a full time basis at a school of naturopathic medicine recognized by the Council on Naturopathic Medical Education or a successor organization.
- (b) Honorary Affiliates - persons other than Naturopathic Doctors who distinguish themselves in service to the Association and commitment to the objectives for which the Association is formed.
- (c) Non-Ontario Naturopathic Doctor Affiliates – persons who are licensed or registered as naturopathic doctors in a jurisdiction other than Ontario.
- (d) Supporting Affiliates - organizations that distinguish themselves in service to the Association and/or commitment to the objectives for which the Association is formed.
- (e) Retired Practitioner Affiliates – a retired ND (not working as an ND), who is 65+ years of age and has been a member of the OAND for 10 years preceding their retirement.

8.2 Admission of Affiliates

The affiliates of the Association shall be those persons/organizations which are from time to time admitted as affiliates by resolution of the Board. Affiliates need to be committed to the objectives of the Association. The Board shall in its exclusive discretion determine to which class, if any, a particular applicant is qualified.

ARTICLE 9 DUES, FEES, AND ASSESSMENTS

9.1 Membership and Affiliate Dues

The Board shall have the authority to establish categories and amounts of membership and affiliate dues, rates and assessment.

9.2 Dues ---When Payable; Failure to Pay; Reinstatement

The Board, at its discretion, may establish a payment plan for all dues. If the applicable dues of any member are not paid within 60 days of the annual anniversary of the membership, the membership shall be terminated, provided that such member may apply to the Board for reinstatement and provided further that the requirements of Section 6.06 of these by-laws are complied with. Provided all other membership conditions of this individual are in good standing, such member can be reinstated by paying any such fees and dues as are outstanding. If the applicable dues of any affiliate are not paid within 60 days of the annual anniversary of the affiliateship, the affiliate status shall be terminated, provided that such person may apply to the Board for reinstatement of affiliate status upon payment of the dues.

9.3 Assessments

The Board may determine which circumstances may constitute an emergency and in such an emergency, the Board shall call a meeting of the members who shall have the exclusive power to make and levy assessments. Assessments so made and levied shall, for all purposes of these by-laws, be considered and collectible as dues. Assessments so levied shall be reported and fully accounted for by the Board at the first meeting of the Association after the assessment.

ARTICLE 10 BOARD OF DIRECTORS

10.1 Role of the Board

Subject to the Act, the Directors of the Association shall manage or supervise the management of the activities and affairs of the Association.

10.2 Number of Directors and Composition

The activities and affairs of the Association shall be managed by a Board with a minimum of 9 Directors and a maximum of 15. At least two thirds of the Directors must be Naturopathic Doctors. The Association wishes to ensure that its Board has the requisite skills to manage the Association, and to this end, will focus on ensuring that the Board reflects expertise from Naturopathic Doctors throughout Ontario, as well as including Directors reflecting the full range of skills and experience required for good corporate governance of the Association as may be further elaborated upon in Board policy. To this end, the members hereby approve a Special Resolution authorizing the Board to fix the number of Directors from time to time, which resolution shall be in effect until it is replaced by the members.

10.3 Qualifications

(a) A Director must:

- (i) be an individual who is at least 18 years of age;
 - (ii) not have the status of bankrupt;
 - (iii) not have been found to be incapable by any court in Canada or elsewhere;
 - (iv) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* as incapable of managing property;
 - (v) support the objectives of the Association;
 - (vi) not be in a conflict of interest position with the Association that cannot be managed or that has not been disclosed; and
 - (vii) attend Board meetings and not miss three consecutive Board meetings without the consent of the Board.
- (b) If a Director or a candidate for Director becomes bankrupt or is found to be or have been incapable as set out above, such Director or candidate shall advise the Board of the same, and thereupon ceases to be a Director or to be eligible to be a Director, as the case may be. Any vacancy on the Board so created shall be filled in the manner prescribed in section 10.6 of these by-laws.
- (c) Subject to member proposal rights as may be available under the Act, each candidate for Director shall be nominated by a committee of the Board in accordance with Board Policy for nominations. No person shall be considered a candidate for Director until such candidate consents to the nomination.
- (d) An individual who is elected as a Director must consent, in writing, to hold office as a Director before or within 10 days after their election. However, a new consent is not required for a Director who is re-elected where there has been no break in the Director's term of office. Such signed consent must be maintained by the Association in the register of consents required under section 3.2(f) of this By-law.

10.4 Term of Office/Number of Terms

- (a) The term of office for any Director shall be three years commencing with the date of the annual meeting at which the Director is elected to office.
- (b) A Director may be elected for a maximum of three consecutive terms (i.e. nine years in total).
- (c) After nine consecutive years of service, a retiring Director is eligible for re-election after an absence of one year from the Board.
- (d) Despite clause (b), in exceptional circumstances, as may be defined in Board policy, the Board may recommend that a Director serve beyond the maximum of three consecutive terms, provided that the Members confirm the additional term at the next annual meeting.

10.4.2 Transitional Rule---Term of Office/Number of Terms

- (i) Despite the maximum number of terms of office set out in paragraph 10.4 or any predecessor of that paragraph, any person who on April 11, 2015 had served part of a term of office or was re-elected as a director may, subject to any requirement for re-election set out in this by-law, serve a maximum of nine consecutive years as a director.
- (ii) This amendment shall be deemed to come into force on April 11, 2015

10.5 Removal of Director

- (a) Upon proclamation of the *Not-for-Profit Corporations Act*, the members may, by Ordinary Resolution at a special meeting, of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiry of the Director's term of office and may, by a Majority of the votes cast at that meeting, elect any member to replace such Director for the remainder of the term.
- (b) If a meeting is called for the purpose of removing a Director, the affected Director is entitled to give the Association a statement giving reasons for opposing their removal as a Director.
- (c) The Association shall immediately provide the members with a copy of the affected Director's statement.

10.6 Vacancies

Any vacancy of a Director may be filled for the unexpired term by appointment by the Board, provided there is a quorum. Any such appointment must be approved by a two---thirds majority vote of the Board, and shall be drawn from persons eligible to be Directors of the Association.

10.7 Standard of Care

Every Director and Officer in exercising their powers and discharging their duties to the Association shall:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

10.8 Conflict of Interest

- (a) Every Director is in a fiduciary relationship with the Association and is under an obligation to act in the utmost good faith towards the Association in the Director's dealings with the Association or on its behalf. No Director shall place himself in a position where there is a

conflict between their duties as a Director and their other interests, whether monetary, personal or otherwise. The Board shall develop and have in place a Conflict of Interest policy which Directors must comply with.

(b) Every Director and Officer who:

- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Association; or
- (ii) is a Director or an Officer, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association,

shall disclose to the Association or request to have entered in the minutes of meetings of the Directors the nature and extent of their interest. A Director who falls within the scope of (i) or (ii) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction, except in accordance with the Act. In all conflict of interest situations, Directors shall comply with all relevant provisions set out in the Act.

(c) Where the number of Directors who, by reason of this Article 10, are prohibited from participating in a meeting such that at the meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).

10.9 BOARD EXCLUSIVE RESPONSIBILITIES

Subject to section 4.4, the Board shall decide all matters that are identified as a Board Exclusive Responsibility in section 12.12 of this By-law and may not delegate decision-making in these matters to any committee of the Board.

ARTICLE 11 MEETINGS OF THE BOARD

11.1 Board Meetings

Regular meetings of the Board are authorized as follows:

(a) Regular Meetings

Regular meetings of the Board shall be held at the time and place designated by the Chair and notice of the meeting shall be communicated to the Directors at least 30 days in advance. The Board may designate one or more days in any month or months of the year as the date or dates on which regular meetings of the Board will be held at a place and time named. If this is done and proper notice is

given, no individual notice of any regular Board Meeting need be given however any notice of meeting shall specify any matters that constitutes a Board Exclusive Responsibility if such matter is to be included on the agenda for the meeting

(b) Quorum

A quorum shall consist of a Majority of the fixed number of Directors, a Majority of whom are Naturopathic Doctors.

(c) Notice

All notice requirements in Section 11.1 may be waived by a unanimous vote of the members of the Board.

11.2 Guests

At the discretion of the Board, guests may be invited to attend any meeting or part of a meeting of the Board and the Executive Committee, but shall not have a vote.

11.3 Means of Meetings

Any meeting of Directors or of a committee of Directors may be held entirely by telephonic or electronic means that permit all persons participating in the meeting to communicate with each other adequately during the meeting, and a Director participating in the meeting by those means is deemed, for the purposes of the Act and this By-law, to be present at the meeting.

11.4 Resolution of the Board

A resolution signed by all members of the Board, including a resolution where all or some of the members have signed by facsimile or email, is valid and effective as if passed at a meeting of the Board held for that purpose.

ARTICLE 12 EXECUTIVE OFFICERS

12.1 Composition

The Executive shall be composed of the Chair, Vice-Chair, Secretary and Treasurer. In addition and at the discretion of the Board, the Chief Executive Officer shall be invited to meetings of the Executive, but shall not have a vote. The offices of Secretary and Treasurer may be combined.

12.2 Election/Qualification for Executive

Executive Officers shall be elected by the Directors from among the Directors. The Board may adopt procedures for the nomination of Executive Officers not inconsistent with these by-laws. Executive Officers must be Directors with at least:

- (a) one year served on the Association Board, or
- (b) one year of relevant governance experience that relates to the requirements of the Officer position.

A majority of Executive Officers must hold a certificate of registration as a Naturopathic Doctor.

12.3 Vacancies

Any vacancy that occurs by death, resignation, or otherwise among the Executive may be filled for the unexpired term by appointment by the Board. The requirements for the replacement of an Executive Officer are the same as those set out in Section 12.2.

12.4 Term of Office

The term of office for any Executive Officer shall be three years following the annual meeting at which the Executive Officers are elected.

12.5 Resignation of Executive Officers

Members of the Executive may resign at any time by giving written notice to the Board. Each resignation so given shall take effect at the date on which the Chair receives the written notice or the resignation date, whichever is later.

12.6 Duties

The duties of the Executive Officers of the Association are as follows:

- (a) Chair

The Chair shall preside at all meetings of the Association or can delegate this task, and may serve *ex-officio* on any committee with a right to vote; communicate at the annual meeting and at any other times as the Chair may deem proper to the Association, the Board, or the Executive, matters and recommendations as may, in the Chair's opinion promote the objectives of the Association, and perform other duties prescribed by these by-laws or by the Board or the Executive pursuant to Section 12.12. The Chair is the official representative of the Association, with the authority to delegate this role except the Chair may not delegate any decision-making responsibility of the Board that falls under section 12.12 of this By-Law.

(b) Vice-Chair

The Vice-Chair shall assist the Chair and perform other duties as may be assigned by the Board or the Executive and assume the responsibility and duties of the Chair when so directed by the Chair or Board.

(c) Secretary

The Secretary shall certify and authenticate the official records of the Association, ensure the proper custody thereof, and perform other duties prescribed by these by-laws or by the Board or the Executive. The Secretary shall work with the CEO to ensure that minutes of meetings are taken and the Association's documents are filed in the Association's office.

(d) Treasurer

The Treasurer, working with the CEO, shall supervise the custody of the Association's funds and fiscal records; ensure annual financial statements are prepared and an audit is completed; with the approval of the membership at the annual meeting, appoint an auditor; submit a report at the annual meeting and at any other time when requested by the Chair, the Board, or the Executive and perform other duties prescribed by these by-laws or by the Board or the Executive.

12.7 Removal of Officers

An Executive Officer may be removed from office by a Majority of the Directors casting votes, however upon removal, the person remains a Director unless removed in accordance with the process for removing a Director set out in section 10.5 of this By-law.

12.8 Senior Management Leader

- (a) The senior management leader shall be appointed by, and accountable to, the Board and shall, subject to the management oversight role of the Board, have responsibility for the day to day supervision and operations of the activities and affairs of the Association, and shall see that policies and resolutions of the Board are carried into effect. The senior management leader shall attend meetings of the Board and the Executive (at the discretion of the Board) and meetings of the members but shall not be entitled to vote at such meetings.
- (b) The Board shall enter into a performance agreement with the senior management leader and the Board shall review, annually, the performance of the senior management leader.
- (c) The title of the senior management leader shall be Executive Director or Chief Executive Officer or other title as may be adopted by the Board from time to time.
- (d) Every reference to the CEO in these by-laws shall be read as referring to the senior management leader.

12.9 Staff

Employees/contractors may be hired or engaged to assist in the performance of day to day tasks of the Association. The CEO shall be responsible for the administration of human resource matters, including the hiring and termination of employees/contractors pursuant to Association policies.

12.10 Compensation or Remuneration

Any Officer may receive a stipend for their services provided such compensation or remuneration is expressly authorized by a two---thirds majority vote of the Board.

12.11 Expenses

Expenses incurred on behalf of the Association by any Officer or Director of the Association may be reimbursed by the Association on the written authorization of the Chair and the Treasurer of the Association in accordance with Board Policy. Such authorization may be delegated to the CEO.

12.12 Authority

The Executive shall have and exercise such authority as is vested in the Board with respect to any specific matter delegated to it by the Board, and between meetings of the Board, subject to the following exceptions:

- (a) setting of dues, rates and assessments;
- (b) appointment of members of the Executive or additional Directors;
- (c) replacing a vacancy in Directors or auditor or other person conducting a review engagement of the Association;
- (d) any matter requiring approval of members;
- (e) issue debt obligations except as authorized by the Board;
- (f) approval of financial statements; and
- (g) adoption, amendment or repeal of bylaws.

12.13 Accountability of the Executive to the Board

All actions by the Executive shall be reported to the Board at its meeting next succeeding such action, and shall be subject to revision or alteration by the Board; provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

ARTICLE 13 MEETINGS OF THE EXECUTIVE

13.1 Executive Meetings

Regular and special meetings of the Executive may be held as follows:

(a) Regular Meetings

Regular meetings may be held upon seven days' notice upon the call of the Chair, during any Association membership meeting, and immediately following any meeting of the Board, and at such times and places in each year as the Executive determines.

(b) Special Meetings

Special meetings shall be held upon the call of either the Chair or another Officer appointed by the Chair, at the time and place designated in the call, or upon notice communicated to each member of the Executive Committee at least two days in advance of the special meeting.

(c) Quorum

A Majority of the membership of the Executive, excluding vacancies, shall constitute a quorum. The Chair shall preside and, when the Chair is unable to be present, the Vice--- Chair shall preside. The presence of the CEO and any Past---Chair shall not be counted for the purpose of constituting a quorum.

(d) Notice

All notice requirements in Section 13.1 may be waived by a unanimous vote of all members of the Executive.

13.2 Means of Meetings

If all the members of the Executive present at or participating in the meeting consent, a meeting of the Executive may be held by such telephonic, electronic or other communication facility as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Executive participating in the meeting by those means is deemed to be present at the meeting.

ARTICLE 14 MEETINGS - GENERAL

14.1 Rules of Order

Kerr and King's Procedures for Meetings and Organizations – 3rd Edition when not inconsistent with these by---laws, shall govern all meetings and proceedings of the Association.

14.2 Majority Vote

All questions requiring a vote by the persons present and entitled to vote shall be deemed passed at any meeting of the Association, Board or Executive by a Majority vote unless otherwise provided for by these by-laws or under law.

14.3 Minutes

Minutes accurately reflecting the substance of the meeting shall be kept for each meeting of the Association, Board, and Executive. The minutes so made and maintained shall be subject to approval at the next meeting of the Association, Board, or Executive, as the case may be. Written reports of a Committee presented at meetings shall also be maintained by the Secretary for the Association.

ARTICLE 15 COMMITTEES

15.1 Establishment of Committees

The Board may establish standing and ad hoc committees of the Board from time to time. The types of committees, their terms of reference, rules of procedure and composition shall be established by policy of the Board.

ARTICLE 16 INDEMNIFICATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

16.1 Indemnification

- (a) The Association shall indemnify each person who is or becomes a Director, Officer or committee member, against reasonable expenses actually and necessarily incurred by or imposed upon such person in connection with the defense of any action, suit, or proceeding, and any appeal therein, in which such person is a party by reason of any act or omission or alleged act or omission in their capacity as Director, Officer or committee member of the Association.
- (b) The indemnity provided in clause (a) applies provided that the individual identified in clause (a) acted honestly and in good faith with a view to the best interests of the Association, and if the matter is a criminal or administrative proceeding enforced by a monetary penalty, the individual had reasonable grounds to believe that their conduct was lawful.
- (c) (c) Subject to section 16.8 of this By-law, the Association may advance funds to an individual identified in clause (a) for the costs, charges and expenses of an action or proceeding referred to in section 16.1 but the individual shall repay any such advanced funds if the individual does not fulfil the conditions set out in clause (b).

16.2 Insurance

The Association shall maintain adequate liability insurance to cover its indemnification obligations under Section 16.1.

16.3 Appointment of Counsel

Where the Association indemnifies a person under Section 16.1 it shall have the option of appointing legal counsel or other representation for the person and the person shall cooperate with such counsel as a condition of initial and continued indemnification.

16.4 Reasonable Expenses

The term "reasonable expenses" shall include Court costs and expenses, reasonable legal fees and the amount of any judgment, verdict, or reasonable settlement incurred by or imposed upon such person in such action, suit or proceeding.

16.5 Limitations

Indemnification shall not apply to any expenses incurred or imposed:

- (a) in any action, suit or proceeding instituted by the Association or in any settlement thereof;
- (b) in any action, suit or proceeding in which such person is adjudged guilty of a crime;
- (c) in any civil action, suit or proceeding involving defamation, or in any appeal therein, in relation to matters as to which it is adjudged that such person wrote or spoke or otherwise acted with malice; or
- (d) in any civil action, suit or proceeding, or in any appeal therein, in relation to matters as to which it is adjudged that such person is liable for gross negligence or misconduct in the performance of their duty to the Association.

16.6 Non-Exclusive

Indemnification shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any provisions of any statute or common law, or the Articles, or any by-laws, or any agreements, or vote of the members, or otherwise.

16.7 Successors

Indemnification pursuant to Article 16 shall enure to the benefit of the heirs, executors, administrators, legal representatives, and estate of any person in the event of their death, to the same extent as if such person were living.

16.8 Association Action

To the extent not inconsistent with any pertinent judicial determination, the Association through its Board shall have the absolute and exclusive discretion to determine the applicability and proper amount of indemnification hereunder in any particular area. No person shall be entitled to indemnification unless such person tenders a written request for indemnification together with full disclosure of all information deemed relevant and desirable by the Association. Any person seeking indemnification pursuant to Article 16 shall be deemed interested and is disqualified from participating in any determination by the Association in connection with the request for indemnification. The Board shall act by Majority vote of its disinterested members, and if there are none disinterested, the determination shall be made by independent counsel employed by the Association for this purpose.

ARTICLE 17 EXECUTION OF INSTRUMENTS

17.1 Contracts

Unless otherwise provided by the Board or by these by-laws, two persons shall sign all instruments (including contracts and other documents) of the Association, one being the Chair of the Board or the Chair's designate and the second being the CEO (within any limitations specified in a policy of the Board). If the amount of the instrument exceeds the authority of the CEO, then the instrument shall be signed by the Chair of the Board and another Officer. The Board may from time to time by resolution designate any Officer(s) or any person or persons on behalf of the Association either to sign documents generally or to sign specific documents.

17.2 Cheques, Drafts

Unless otherwise provided by the Board, all cheques, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by an Officer as well as the CEO or as authorized and specified by Board resolution or policy.

ARTICLE 18 NOTICE

18.1 Notice

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Association and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. A notice or document so sent shall be deemed to have been received at the time it would reach its address in the ordinary course, unless there are not reasonable grounds for believing such notice or document was not received at that time.

18.2 Accidental Omission of Notice

Accidental omission to give any notice to any person, or the non-receipt of any notice by any person, or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at the meeting held pursuant to such notice or otherwise founded on the notice.

ARTICLE 19 WINDING UP

19.1 Voting

The Association may be wound up voluntarily upon Special Resolution of the members at a special meeting of the membership called for such purpose. If the membership adopts a motion to voluntarily wind up the Association then after the payment of all proper debts and liabilities its remaining property shall be disposed of to a charitable organization or organizations as decided by a vote of seventy-five (75%) of the members present and voting at the meeting considering the motion to wind up the Association.

19.2 Reasonable Costs and Disbursements

The reasonable costs and disbursements relating to the disposal of and distribution of the assets pursuant to Article 19 shall be paid out of the said assets by the previous Directors of the dissolved corporation as they deem necessary.

ARTICLE 20 AMENDMENT OF BY-LAWS

20.1 Amendments

The Board may, from time to time, make by-laws, not contrary to law or any provision of the Articles, if any, and, from time to time, amend, vary or repeal the by-laws including for compliance with the *Not-for-Profit Corporations Act* (Ontario) if required.

20.2 Ratification

The Directors shall submit the by-laws, amendment or repeal to the members at the next meeting of the members, and the members may confirm, reject or amend the by-laws, amendment or repeal by Ordinary Resolution.

20.3 Procedure

Any amendments or repeals together with reasons for the by-law changes, shall be submitted by mail or otherwise published and communicated to members at least 15 days before the date of the meeting at which the by-law changes are to be considered.

20.4 Effective Date

Amendments become effective upon their adoption unless the amendment otherwise provides.

20.5 Official Copy

The Association's office shall maintain the official copy of all by-laws and amendments.

ARTICLE 21 EFFECTIVE DATE

These by-laws made shall come into force on being approved at a meeting of members of the Association duly called for the purpose of considering the said by-law.