



Bylaws

ONTARIO HOMEOPATHIC MEDICAL ASSOCIATION (OHMA)

Not-for-profit organisation (Regd #1987188)



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BY-LAW NO. 1

relating generally to the conduct of the affairs of:

ONTARIO HOMEOPATHIC MEDICAL ASSOCIATION

(the "Association")

BE IT ENACTED as By-Law No. 1 of the Association as follows:

ARTICLE I. PRINCIPAL OFFICE

Principal Office

Section 1.01. The principal office of the Association for its transaction of business shall be located in Ontario

Change of Address

Section 1.02. The Board of Directors may by resolution determine the location of the principal office of the Association in Ontario, Canada.

ARTICLE II. MEMBERS

Classification and Qualification of Members

Section 2.01. The Association shall have two Classes of members (hereinafter the "Members") as follows, unless otherwise stated by resolution of the board:

(A) Class A Members: Class A Members have the right to attend and vote at all meetings of the Members of the Association and are comprised of the following Members:

- (i) Professional Members – A Professional Member must, be a member of the College of Homeopaths of Ontario (the "CHO"), meet the requirements and standards of the Association set from time to time and be of good moral character. A professional member is entitled to vote at meetings of Members of the Association.





(B) Class B Members: Class B Members are not a member of the College of Homeopaths of Ontario (the “CHO”), have the right to attend meetings of the Members of the Association however do not have the right to vote. Class B Members are comprised of the following members: And

- (i) Out of Province Members – A homeopathic professional who resides in Canada and practices homeopathy outside of Ontario and has had a good homeopathic training in a program at least two (2) years in length.
- (ii) Student Members - Students in schools in the homeopathic and naturopathic health-care professions.
- (iii) Honorary Members - Individuals who, in the judgment of the Board of Directors of the Association, have rendered exceptional service to the homeopathic profession and are by invitation asked to be a Member of the Association.
- (iv) International Members– Associate International Membership: A healthcare practitioner or academically qualified (BHMS, MD or PhD) living and working outside of Canada.
- (v) Associate Members - Associate Members may be any healthcare provider such as a General Practitioner, Clinician or Clinician Assistant, Naturopath, Complimentary Therapist, Nurse, Herbalist, Integrated Healthcare Practitioner or Provider, including Physicians in special interest areas related to Complimentary Medicine Practice or working in collaborative partnership within the healthcare sector. They will not have any voting rights.
- (vi) Friends of the OHMA. These are supporting Members of the general public having special interest in or learning about Homeopathy Healthcare including those who have attended seminars and workshops organised by the Ontario Homeopathic Medical Association.

Eligibility for Membership

Section 2.02. Any individual or organization who is aligned with and supportive of the Objects of the Association is eligible to be a member of the Association provided that.





Admission to Membership

Section 2.03. Any individual or entity qualified for a class of membership under Section 2.01 of these Bylaws and eligible for membership under Section 2.02 of these Bylaws, shall be admitted to membership upon approval of an application (in such form and in such manner as shall be prescribed by the Board of Directors from time to time) submitted by such person, subject to other conditions of membership. The Board of Directors and/or the Membership Committee shall determine the process to assess applications for membership in the Association from time to time. Members are required to provide the Association with a mailing address and an e-mail address if available and to keep such information current. The Association shall undertake to keep such personal information of Members confidential.

Application Fee

Section 2.04. The application fee for membership in the Association shall be determined from time to time by resolution of the Board of Directors.

Dues

Section 2.05.

Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. A member, on learning of the amount of dues determined by the Board of Directors and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except where the member is, by contract or otherwise, liable for the dues.

Assessments

Section 2.06. Memberships shall be assessable.

Number of Members

Section 2.07. There shall be no restriction on the number of Members that may be admitted to the Association.

Membership Book

Section 2.08. The Association shall keep in written form {or in any form capable of being converted into written form} a membership book containing the name, address, and class of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Association and shall be subject to the right of inspection required by law as set forth in Section 2.09 of these Bylaws.





Inspection Rights of Members and Use of Membership Book

Section 2.09. Members have no rights to view, copy or use the membership list without the expressed written permission of the Board of Directors. The membership list may be used only with the approval of the Board of Directors for legitimate business purposes including but not limited to sale, trade or sharing. Individual Members retain the right to have their membership information remain private.

Certificates of Membership

Section 2.10. The Association reserves the right to issue identity cards or membership certificates or similar devices issued to Members which serve to identify Members qualifying to use the facilities or services of the Association. The certificates issued by the Association shall state on the certificate that the Association is a Not for Profit Association which may not make distributions to its Members during its life or on dissolution.

Non-liability of Members

Section 2.11. A member of the Association shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Association.

Transferability of Membership

Section 2.12. Neither the membership in the Association nor any rights in the membership may be transferred for value or otherwise.

Termination of Membership

Section 2.13.

(a) Causes - The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a Member with notice as prescribed by Section 2.13(b) of these Bylaws;
2. Where a membership is issued for a period of time, the expiration of such period of time;
3. The death of a member;
4. The dissolution of corporate Members;
5. The nonpayment of dues and/or assessments, subject to the limitations set forth in Section 2.13(c) of these Bylaws.
6. Violations of code of conduct, breach of ethics or other unprofessional or illegal conduct as determined by the Board of Directors.





(b) Resignation by Giving Notice - The membership of any Member of the Association shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Association personally or deposited in Canada first-class mail, postage prepaid.

(c) Nonpayment of Dues - The membership of any Member who fails to pay his or her dues when due shall automatically terminate thirty (30) days' after notice of such default was delivered should such default not be cured. Notice of default in payment of dues may be by e-mail, personal delivery or sent by first class mail to the last address of such Member as shown on the records of the Association, such notice providing the specifics of the default, the requirements to cure such default and confirming that termination of membership will occur on that date should the default not be cured .

(d) Termination of Membership for Breach of Ethics or other Unprofessional or Illegal Conduct
- If after review by the Board of Directors or a committee appointed by the Board for such purposes, it is determined that membership of a Member should be terminated because of a breach of ethics or other unprofessional or illegal conduct, the Association will deliver written notice of termination to the Member stating the reasons for termination and which termination shall be effective thirty (30) days after such notice is delivered. The member shall be permitted to appeal the termination by making written submissions to the Board to be delivered no less than fifteen (15) days before the effective date of the termination. The Board will consider the Appeal and render a decision within five (5) days of receipt of the appeal submissions, The member will be notified of the decision in writing. If the Association denies the member's appeal, the member shall have a further right to appeal by delivering request in writing for an in person hearing. The in-person hearing will be heard no less than two (2) days before the effective date of the termination. The hearing shall be conducted at a location designated by the Board of Directors or by a Governance Committee if such committee has been struck by the Board for such purposes.

The hearing shall be presided over by the President of the Association or the Chair of the Governance Committee, who shall perform the following duties:

1. Read the charges against the subject member;
2. Require that the charges be verified by the testimony of the person or persons making them;
3. Hear any other witnesses against the subject member;
4. Allow the subject member to cross-examine each witness following the testimony of that witness;
5. Allow the subject member to make a statement in his or her own behalf;
6. Allow the subject member to call witnesses in his or her own behalf; and
7. Allow the Members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.





The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide whether or not the membership should be terminated.

(e) Effect of Termination - All rights of a member in the Association shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, or fees, or arising from contract or otherwise. The Association shall retain the right to enforce any such obligation or obtain damages for its breach.

Member Conduct

Section 2.14 – Members should not condemn or judge a homeopathic theory, a homeopathic therapy or a homeopathic method recognized by the Association. Members shall maintain good fellowship relationships between them and operate from a perspective of providing moral assistance to their fellow Members.

ARTICLE III. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of Members shall be held at the principal office of the Association or at such location as may be designated from time to time by resolution of the Board of Directors.

Regular Annual General Meeting

Section 3.02. The Members shall meet annually for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the Members, or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or Sixty (60) percent of the Members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the Members.

The business transacted at the annual general meeting shall include:

- receipt of the agenda;
- receipt of the minutes of the previous annual and subsequent special meetings;
- consideration of the financial statements;
- report of the auditor or person who has been appointed to conduct a review engagement;





- reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- election of Directors; and
- such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

Special Meetings

Section 3.03. The Directors may call a special meeting of the Members. The Board of Directors shall convene a special meeting of Members on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of such requisition.

Notice of Meetings

Section 3.04. Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in Article IX of these Bylaws, to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. The Members entitled to notice of and where applicable to vote at any meeting of Members shall be Members as of the date upon which the notice of meeting of Members is being served. 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. The form of the proxy shall comply with the legal requirements in force from time to time.

Contents of Notice

Section 3.05. The notice of a meeting of Members shall state the place, date, and time of the meeting. The notice shall state those matters which the Board of Directors, at the time the notice is given, intends to present for action by the Members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the Members.





Waivers, Consents, and Approvals

Section 3.06. The transactions of any meeting of Members, however called and noticed, and wherever held, shall be as valid as though it had been duly held after in compliance herewith if a quorum of Members is present in person and if, either before or during the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum

Section 3.07. A quorum at any meeting of Members shall consist of twenty-five percent (25%) of the Members entitled to vote at the meeting, whether present in person or by proxy.

Loss of Quorum

Section 3.08. If a quorum is present at the opening of the 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.

Adjournment for Lack of Quorum

Section 3.09. In the absence of a quorum at the opening of a meeting of Members, the Members present may adjourn the meeting to a new fixed time and place but may not transact any other business of the meeting.

Voting of Members

Section 3.10. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that:

- each Member shall be entitled to one vote at any meeting;
- votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- an abstention shall not be considered a vote cast;
- before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and





- whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

Voting by Ballot

Section 3.11.

- **By Written Ballot** - Any action which may be taken at any regular or special meeting of Members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

1. The Association distributes a written ballot to every Member entitled to vote on the matter;
2. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, provide a reasonable time within which to return the ballot to the Association and state the time by which the ballot is required to be returned in order to be counted;
3. The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting of Members authorizing the action; and
4. The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting of Members at which the total number of votes cast was the same as the number of votes cast by ballot.
5. Ballots shall be solicited in a manner consistent with the requirements of giving notice of Members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement.
6. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a Member "withheld" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.
7. A written ballot may not be revoked.





- **By Electronic Ballot**

Where the Board approves electronic voting for a Meeting of the Members, pursuant to the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Vote By Proxy

Section 3.12

(1) Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxyholder must be a Member of the Association. A proxy must be signed by the Member or the Member's attorney; or if the Member is a body corporate, by an officer or attorney of the body corporate duly authorized.

(2) Time for Delivery - The directors may by resolution fix a time not exceeding 48 hours, excluding Saturdays and holidays, before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with the Association or an agent of the Association, and any period of time so fixed must be specified in the notice calling the meeting.

(3) A proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.

(4) Revocation - Prior to the meeting for which the proxy is given, a Member may revoke a proxy by either depositing a revocation at the principal place of business of the Association at least one day prior to the meeting or by delivery to the chair of the meeting on the day of the meeting or if the meeting is adjourned on the date of the continued meeting. A revocation must be signed by the Member or by the Member's attorney.

(5) Vote by Proxyholder - A person who is appointed a proxyholder shall attend in person, or cause an alternate proxyholder to attend, the meeting in respect of which the proxy is given and shall comply with the directions of the Member who appointed the proxyholder. A proxyholder or an alternate proxyholder has the same rights as the Member who appointed him or her to speak at a meeting of the Members in respect of any matter, to vote by way of ballot or a show of hands as the case may be at the meeting.





Conduct of Members Meetings

Section 3.13.

Chair

(a) The Chair or in his absence, the Vice-Chair, if either such office is appointed by the Board, or in the case that there is no Chair or Vice-Chair appointed by the Board, the President of the Association or, in his or her absence, any other person chosen by a majority of the Board of Directors present in person at the meeting shall be the Chair of and shall preside over the meetings of the Members.

Secretary of Meetings

(b) The Secretary of the Association shall act as the secretary of all meetings of Members; provided that in his or her absence, the Chair of the meeting of Members shall appoint another person to act as secretary of the meeting.

Rules of Order

(c) The *Robert's Rules of Order*, as may be amended from time to time, shall be used as a guide to govern the meetings of Members but need not be strictly adhered to, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or the constating documents of this Association.

Electronic Meetings

(d) Meetings of the Members may, in the sole discretion of the Board of Directors, be conducted in person, in writing, electronically, telephonically, by video-conference, or any combination of the foregoing.

Members' Meeting Held Entirely by Electronic Means

(e) If the Directors or Members of the Corporation call a meeting of Members pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.





Participation by Electronic Means at Meetings of the Members

(f) Where the Board approves participation in a Meeting of the Members by electronic means, if the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Inspectors of Election Appointment

Section 3.14.

(a) In advance of any meeting of Members, the Board may appoint any persons, other than candidates for office, as Inspectors of Election to act at the meeting and any continued meeting following the adjournment thereof. If the Inspectors of Election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chair of any meeting may, and on request of 10% of the Members must appoint Inspectors of Election at the meeting. The number of inspectors shall be either one (1) or three (3).

(b) Duties of Inspectors of Election - The Inspectors of Election shall perform the following duties:

1. Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting and determine the existence of a quorum at the meeting of Members.
2. Receive votes, ballots, or consents;
3. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
4. Count and tabulate all votes and consents;
5. Determine when the polls shall close;
6. Determine the result; and
7. Do such acts as may be proper to conduct the election or vote with fairness to all Members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.





(c) Vote of Inspectors - If there are three (3) inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

(d) Report and Certificate - On request of the Chair of the meeting of Members or of any Member entitled to vote at a meeting of Members, the Inspectors of Election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the Inspectors of Election shall be *prima facie* evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Number

Section 4.01. The number of Directors of the Association shall be determined by special resolution of the Members from time to time. The Members may by special resolution may empower the Board of Directors to determine the number of directors by resolution from time to time. The Directors shall be known as the Board of Directors.

Qualifications

Section 4.02. The Directors of the Association shall be over the age of eighteen, permanent resident of Canada, a Member of the Association for a minimum of one (1) year, and is or has actively participated on a Committee, Sub-committee, or Working Group of the Association at any time during the two (2) years prior to appointment or election as a Director.

Term of Office

Section 4.03. The Directors shall be elected by the Members. Directors terms and elections shall be so constructed such that only one third (1/3) of the total possible number of Directors is newly elected each year. Each Director shall hold office for a maximum period of three (3) years from the date of the meeting at which they are elected or appointed or until the next annual meeting of Members or until their successor is elected or appointed. A Director shall be eligible for re-election without limitation on the number of terms that they may serve, provided that they continue to meet the qualifications required by Section 4.02 of these Bylaws.

Nomination

Section 4.04. Any twelve (12) Members of the Association may nominate a Member or Members of the Association for election as a Director by submitting to the Secretary at any time up to the date which is twenty-five (25) days before the date of the Annual General Meeting of Members, the said nomination, signed by the nominee and all the nominators. The Board shall send out, with the notice of the Annual Meeting, the names of Members nominated for election.





Compensation

Section 4.05. The Directors of the Association shall serve on voluntary basis but the Board of Directors may authorize the reimbursement by the Association to the Directors of the reasonable expenses like travel, parking fees, hospitality, stationery etc. incurred by the Directors in the performance of their official duties. Nothing in this section shall be construed to prevent a Director or officer from receiving reasonable compensation for services performed for the Association outside of their official duties as Director for which a contract for services has been duly approved by the Board in advance of services rendered and compensation owed.

Meetings of the Board

Section 4.06.

(a) Calling of Meetings - Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this Bylaw, provided that, for the first organizational meeting following the acceptance of these Bylaws, any Director may call the first meeting of the Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

(b) Regular Meetings - The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

(c) Notice of Meetings - Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article IX of these Bylaws to every Director of the Association not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association.

d) Conduct of Meetings – The Chair of the Board or, in his or her absence, any Director elected by the Board of Directors present shall preside at meetings of the Board of Directors. The Secretary of the Association or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another or communicate in real time. Such participation shall constitute personal presence at the meeting.





(e) Voting - Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

(f) Participation by Telephone or Other Communication Facilities - If all of the Directors of the Association consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

(g) Quorum - A majority of the currently serving number of Directors constitutes a quorum of the Board for the transaction of business.

(h) Transactions of the Board - Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

(i) Adjournment of Meeting - A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Action Without Meeting

Section 4.07

Any action required or permitted to be taken by the Board may be taken without a meeting, if all Members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Committees of the Board of Directors

Section 4.08 - The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.





Removal of Directors

Section 4.09

(a) Removal for Cause - By written agreement of three-fourths (3/4) of all the other Directors, the Board may declare the removal of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court;
2. The Director has been convicted of a felony;
3. The Director has been found by a final order or judgment of any court to have breached duties.
4. The Director has failed to perform his or her duties as listed in section 4.12, missed three (3) consecutive Regular Board Meetings or a total of four (4) Regular Board Meetings within any twelve (12) monthly period.

In consideration of matters hereunder, the Board of Directors will at its next Board Meeting discuss the Board Members absence and in light of that Director's contributions, will use its highest wisdom to decide whether or not it is in the best interests of "OHMA" to remove that member.

(b) Removal Without Cause - Any or all of the Directors may be removed without cause by a vote of two-thirds (2/3) of the Members, or by written consent of three-fourths (3/4) of the remaining Directors on the Board of Directors.

Resignation of Director

Section 4.10. Any Director may resign on giving written notice to the Chair of the Board of Directors, the President, the Secretary, or the Board of Directors of the Association. The resignation shall be effective on the date so given unless the notice specifies an intention to be effective at such later time. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies in the Board

Section 4.11. - Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the Members in any election to elect the full number of Directors authorized. Vacancies on the Board of Directors shall be filled as follows:

A quorum of Directors may fill a vacancy among the Directors; provided that:

- if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a





special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;

- if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

Duties of Directors

Section 4.12

1. Directors will act independently from existing and potential conflicts of interest and in their capacity as a Director will act in the best interest of the Association.
2. Directors will devote 8-10 hours per month minimum to Board activities.
3. Directors will actively participate on at least one Committee of the Association.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The officers of the Association shall be a President, Vice-Presidents, Secretary, Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. In addition, the Board may appoint a Chair and Vice-Chair from amongst the Board of Directors.

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

Chair of the Board - The Chair of the board, if one is to be appointed, shall be a director. The Chair of the board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.

Vice-Chair of the Board - The Vice-Chair of the Board, if one is to be appointed, shall be a director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-Chair shall have such other duties and powers as the Board may specify. The Board shall only appoint a Vice-Chair if it has appointed a Chair.

President – The President is responsible for implementing the strategic plans and policies of the Association. The President shall, subject to the authority of the Board, have general supervision





of the affairs of the Association. The President shall act as and assume the responsibilities of Chair in the case that there is not a Chair of the Board appointed.

Secretary – The secretary shall attend and be the secretary of all meetings of the Board, Members and Committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor, members of committees and any other person entitled to receive notice. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.

Treasurer - The Treasurer shall work collaboratively with the President and management, if any, to support the Board in achieving its fiduciary obligations. The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or President requires of them from time to time. The Board may, from time to time and subject to the Act, vary, add to or limit the powers, period and duties of any officer.

Appointment and Resignation

Section 5.02 (a). The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Association without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

Section 5.02 (b). In the absence of an executive officer under contract of employment (e.g., Executive Director/CEO), the corporate officers shall have the following responsibilities:





Description of Officers

President:

The President shall have the general powers and duties usually vested in the office of President of an Association including but not necessarily limited to the responsibility of general supervision, direction and control of the business of the Association, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors.

Vice-President:

The Vice-President shall support the President and shall undertake such matters assigned to him or her from time to time.

Secretary:

The Secretary shall have the general powers and duties usually vested in the office of Secretary of a Association including but not necessarily limited to the responsibility for keeping or causing to be kept all records and documents of the Association, including minutes of the meetings of the Board, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors.

Treasurer

The Treasurer shall be responsible for all funds and securities of the Association and shall have the general powers and duties usually vested in the Office of Treasurer of a Association including the powers and duties to supervise the receipt, deposit and disbursement of all funds of the Association, the keeping of all books and financial records of the Association, and the preparation of reports on the financial status of the Association, and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors or the Chairperson.

Office Held at Board's Discretion

Section 5.03

Any Officer shall cease to hold office upon resolution of the Board.

Filling Vacancies

Section 5.04

Vacancies in any office of the Association which becomes vacant for whatever reason shall be filled by appointment of the Board of Directors.





ARTICLE VI. AUDITORS

Appointment of Auditors

Section 6.01 - At each annual meeting of Members, the Association shall by ordinary resolution appoint,

- (a) an auditor to hold office until the close of the next annual meeting; or
- (b) if authorized by extraordinary resolution of Members to the extent permitted by law, a person to conduct a review engagement of the Association.

Section 6.02 - An extraordinary resolution passed under this section is valid until the next annual meeting of the Members. 2010, c. 15, s. 76 (3).

Section 6.03 – An “extraordinary resolution” for the purpose of this section means a resolution that is,

- (a) submitted to a special meeting of the Members of the Association duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 80 per cent of the votes cast, or
- (b) consented to by each member of the Association entitled to vote at a meeting of the Members or the Member’s attorney.

ARTICLE VII. CORPORATE RECORDS, REPORTS, AND SEAL

Keeping Records

Section 7.01. The Association shall keep adequate and correct records of account and minutes of the proceedings of its Members, Board, and committees of the Board. The Association shall also keep a record of its Members providing each Member’s name and addresses, updated from time to time, and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Corporate Seal

Section 7.02. The Board of Directors shall adopt a corporate seal, which shall include the name: Ontario Homeopathic Medical Association. The Secretary of the Association shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.





ARTICLE VIII: AMENDMENTS

Amendment of Constating Documents

Section 8.01. Except as otherwise provided by law or these Bylaws, the Articles of Amalgamation of the Ontario Homeopathic Medical Association may be altered, amended, repealed or restated by an affirmative vote of two thirds (2/3) of the Directors serving at the time, provided that written notice of a meeting, setting forth in detail the proposed revisions and an explanation of the effect of the revision and the need for it, is given to all directors at least seven (7) days prior to the meeting. The final language of the amendments shall be in the form of a Resolution of the Board of Directors of the Ontario Homeopathic Medical Association, adopted by the Board of Directors of the Ontario Homeopathic Medical Association, according to its Bylaws and signed by the President and Secretary.

Amendment to Bylaws

Section 8.02.

(1) Except as otherwise provided by law or by these Bylaws and subject to the provisions hereof, the Bylaws of the Ontario Homeopathic Medical Association may be altered, amended, repealed or restated by an affirmative vote of two thirds (2/3) of the Directors serving at the time, provided that written notice of a meeting, setting forth in detail the proposed revisions and an explanation of the effect of the revision and the need for it, is given to all directors at least seven (7) days prior to the meeting.

(2) The Directors shall submit the Bylaw, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the Bylaw, amendment or repeal by ordinary resolution.

(3) The Bylaw, amendment or repeal if accepted by the Members is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required or if it is rejected by the Members.

(4) A Member entitled to vote at an annual meeting of the Members may make a proposal to make, amend or repeal a Bylaw in accordance with Section 3.03 of these Bylaws.





ARTICLE IX: NOTICE

Service

Section 9.01

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.

Computation of Time

Section 9.02

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Section 9.03

Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

We, the undersigned, are all founding directors of Ontario Homeopathic Medical Association, an Ontario *Not-for-profit* Association, and, pursuant to the authority granted to the directors by these Bylaws to take action by the unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of fifteen (16) pages, as the Bylaws of this Association.





Accepted and Signed by the Transitional Board of Directors of Ontario Homeopathic Medical Association in Board meeting on August 3rd, 2020 held through Virtual Video meeting.

1. Mr. Gangadhar Rao Hanchate
2. Mrs. Saroj Gandhi
3. Mrs. Delia Simu
4. Mr. Jaininder Mohan
5. Mr. Bhupinder Sharma
6. Mrs. Gitanjali Goel
7. Ms. Paula De Candia
- 8, Mr. Dennis John Chadbourne

