

## **ONTARIO HERBALISTS ASSOCIATION BY-LAWS - 1983 Original Version**

### **BY-LAW NO. 1**

A By-law relating generally to the transaction of the business and affairs of  
ONTARIO HERBALISTS ASSOCIATION

BE IT ENACTED as a By-law of ONTARIO HERBALISTS ASSOCIATION (hereinafter referred to as the "Corporation") as follows :

### **1. CORPORATE OFFICE**

#### **1-001 HEAD OFFICE**

The head office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the County of York, and the Province of Ontario and at the place therein where the affairs of the Corporation are from time to time carried on.

#### **1-002 SEAL**

The corporate seal of the Corporation shall be in the form impressed hereon and it shall be kept at the head office or the Corporation.

### **2. MEMBERSHIP**

#### **2-001 QUALIFICATION**

The board of directors of the Corporation may, from time to time, admit persons to membership in the Corporation, subject to the By-laws of the Corporation. A member of the Corporation which is a corporate entity shall designate on the books of the Corporation the name and address of the individual who shall thereafter (until otherwise designated by the Corporate member in writing) receive all notices on behalf of the corporate member of all meetings at which members are entitled to vote.

#### **2-002 TERMINATION OF MEMBERSHIP**

a. Membership in the Corporation shall ipso facto terminate:

- i. If the member resigns;
- ii. If the member dies or if a corporate member is wound up, merges or amalgamates with another corporate entity, that is not a member, or is placed in bankruptcy or receivership; or present at the meeting and entitled to vote at an annual or special meeting of the members duly called for the purpose, the person is declared to be no longer a member of the Corporation.

#### **2-003 ANNUAL MEETING**

The annual meeting of the members shall be held at such place within Ontario at such time and on such day in each year as the board, or the president, or a vice-president who is a director may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting, electing directors, appointing the auditor and fixing or authorizing the board to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting.

#### **2-004 SPECIAL MEETING**

The board or the president or a vice-president who is a director shall have power at any time to call a special meeting of the members of the Corporation to be held at such time and at such place within Ontario as may be determined by the board or the person calling the meeting. The phrase "special meeting of the members" wherever it occurs in this By-law shall include a meeting of any class or classes of members, as well as a special general meeting of members, and the phrase "meeting of members" wherever it occurs in this By-law shall mean and include an annual meeting of members and a special meeting of members.

#### **2-005 NOTICE OF MEETING**

No public notice or advertisement of any meeting of members shall be required, but notice of the

time and place of each such meeting shall be given not less than ten days before the day on which the meeting is to be held to the auditor of the Corporation and to each member of who is entered on the books of the Corporation as a member in good standing of the Corporation with the right to vote at the meeting. Notice of a special meeting of members shall state the general nature of the business which is to be transacted at it. A meeting of members may be held at any time without notice if all the members entitled to vote thereat are present in person or represented, by corporate designate or those not so present or represented by corporate designate have waived notice and if the auditor is present or has waived such notice, and at such meeting any business may be transacted which the Corporation at an annual or special meeting of the shareholders may transact.

#### 2-006 ACCIDENTAL OMISSION OF NOTICE

The accidental omission to give notice of any meeting or the non-receipt of any notice by any person specified in Article 2-005 hereof shall not, in itself, invalidate any resolution passed or any proceedings taken at such meeting.

#### 2-007 REPORTS TO MEMBERS

A copy of the financial statement and a copy of the auditor's report shall be furnished to any member on demand.

#### 2-008 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat and the auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of The Corporations Act or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting and with the consent of the meeting.

#### 2-009 QUORUM

Three persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of members.

#### 2-010 RIGHT TO VOTE

At each meeting of members, every member shall be entitled to vote who is at the proper time entered in the books of the Corporation as a member in good standing of the Corporation with the right to vote at such meeting. The vote of a corporate member shall be cast by the individual designated pursuant to the provisions of Article 2-001 of this By-law.

#### 2-011 SCRUTINEERS

At each meeting of members one or more scrutineers may be appointed by a resolution of the meeting or by the chairman with the consent of the meeting to serve at the meeting. Such scrutineers need not be members of the Corporation.

#### 2-012 PROXIES

Votes shall be given personally by the members or by the representative of a corporate member designated pursuant to Article 2-001 of the By-law. Apart from such designated representative of a corporate member, no member shall be entitled to appoint a proxy.

#### 2-013 VOTES TO GOVERN

At all meetings of members, every question shall, unless otherwise required by the letters patent or By-laws of the Corporation or by law, be decided by the majority of the votes duly cast on the question.

#### 2-014 VOTING PROCEDURE

In the absence of the President and the Vice-President (if any), the members present shall choose another director as Chairman, and if no director is present or if all the directors present decline to take the Chair, then the members present shall choose one of their number to be Chairman. At all meetings of members, every question shall be decided by a show of hands unless a poll thereon

be required by the Chairman or be demanded by any member present in person and entitled to vote. Upon a show of hands, every member present in person and entitled to vote shall have one vote. After a show of hands has been taken upon any question, the Chairman may require or any member present in person and entitled to vote may demand a poll thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon be so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question. A demand for a poll may be withdrawn at any time prior to the taking of the poll.

If a poll be required by the Chairman of the meeting or be duly demanded by any member and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting shall direct. Upon a poll, each member shall be entitled to one vote and the result of the poll shall be the decision of the Corporation in annual or special meeting, as the case may be, upon the question.

In the case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to a second or casting vote.

The Chairman may, with the consent of any annual or special meeting, adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **3. DIRECTORS**

#### **3-001 BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by its board of directors. Until changed by special resolution or supplementary letters patent, the number of the directors of the Corporation shall be seven.

#### **3-002 POWERS OF DIRECTORS**

The board of directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the By-laws of the Corporation or by statute expressly directed or required to be done by the Corporation at general meetings of the members. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.

#### **3-003 QUALIFICATIONS**

Each director shall be eighteen or more years of age, and within ten days after his election or appointment and throughout the remainder of his term of office shall become a member of the Corporation or the representative of a corporate member of the Corporation designated pursuant to Article 2-001 of the By-law.

#### **3-004 ELECTION AND TERM OF OFFICE**

Directors shall be elected yearly to hold office until the next annual meeting of members and until their successors shall have been duly elected. The whole board shall be elected at each annual meeting, and all the directors then in office shall retire but, if qualified, are eligible for re-election. The election may be by a show of hands of the members unless a ballot be demanded by any members.

In the event that any annual meeting shall fail to elect any directors, then the directors of the Corporation prior to such annual meeting shall continue to hold office until their successors are duly elected or appointed at an annual or special meeting of members. A retiring director shall retain office until the dissolution or adjournment of the annual or special meeting at which his successor is elected.

### 3-005 TERMINATION OF OFFICE

The office of a director shall ipso facto be vacated:

- (a) If he is neither (i) a member in good standing of the Corporation nor (ii) a representative of a corporate member in good standing designated pursuant to Article 2-001 of this By-law;
- (b) If, by notice in writing to the Corporation or the board, he resigns his office;
- (c) If, by unanimous resolution of the other members of the board at a meeting duly called for the purpose of considering such a resolution, he is declared to be no longer a director; or
- (d) If, by a resolution passed at a special meeting of the members duly called for the purpose of considering such a resolution, he is declared to be no longer a director.

### 3-006 VACANCIES ON THE BOARD

Vacancies in the board may be filled for the remainder of its term of office from among the persons who are qualified to become directors of the Corporation by appointment by the remaining directors if constituting a quorum; otherwise, such vacancies shall be filled at the next meeting of the members at which directors for the ensuing year are elected. If the number of directors is increased, a vacancy or vacancies in the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

### 3-007 NUMBER OF MEETINGS

The board of directors shall meet at least once between annual meetings.

### 3-008 PLACE OF MEETING

Meetings of the board of directors may be held at such place either inside or outside Canada as the board may from time to time determine.

### 3-009 NOTICE OF MEETING

Meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have signified their consent in writing to the meeting being held in their absence. The President or a Vice-President who is a director or any two directors may at any time and the Secretary by direction of the President or such Vice-President or any two directors shall convene a meeting of directors. Notice of such meeting shall be delivered or mailed or telegraphed to each director four days (exclusive of the day in which the notice is delivered or mailed or telegraphed, but inclusive of the day in which notice is given) before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director. Each newly elected board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such board was elected, provided a quorum of directors be present.

### 3-010 QUORUM

Three directors present in person shall constitute a quorum of the board for the transaction of business.

### 3-011 VOTING

Questions arising at any meeting of directors shall be decided by a majority of votes unless otherwise provided by the By-laws of the Corporation or by statute. Each director shall be entitled to one vote. The chairman shall be entitled to one vote but not to a second or casting vote.

### 3-012 REMUNERATION OF DIRECTORS

Pursuant to the provisions of the letter patent incorporating to Corporation, the directors of the Corporation shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties as the board may from time to time determine. No confirmation of any such payment of expenses shall be required.

### 3-013 DIRECTORS DEALING WITH THE CORPORATION

No director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established.

It shall be the duty, however, of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the applicable statutory provisions for the time being in force and refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by statute.

### 3-014 PROTECTION OF DIRECTORS AND OFFICERS

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order or the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

### 3-015 INDEMNITY OF DIRECTORS AND OFFICERS

Every director or officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which they or any of them sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties (or the supposed duties) of his office and all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his willful neglect, fraud or default.

## **4. OFFICERS**

### 4-001 ELECTED OFFICER

At the first meeting of the board after each election of directors, the board shall elect from among its members a President. The prior incumbent, if a member of the board, shall continue to hold office until the election at such meeting and, in default of such election, shall continue to hold office after such meeting. In case the office of President becomes vacant at any time, such vacancy may be filled by the Board from among its members.

### 4-002 APPOINTED OFFICERS

At the first meeting of the board after each election of directors, the board shall appoint a secretary, and may appoint one or more vice-presidents, a general manager, a treasurer, and such other officers as the board may determine including one or more assistants to any of the

officers so appointed. The officers so appointed may, but need not be, members of the board. One person may hold more than one such appointed office, and if the same person holds both the office of secretary and the office of treasurer, he may, but need not, be known as secretary-treasurer.

#### 4-003 TERM OF OFFICE AND REMUNERATION

In the absence of written agreement to the contrary, the board may remove at its pleasure any officer of the Corporation. Each prior officer shall continue to hold office until the appointment of officers at such meeting and, in default of the appointment of officers at such meeting, shall continue to hold office after such meeting. The terms of employment and remuneration of the President and other officers elected or appointed by it shall be settled from time to time by the board. The fact that any officer or employee is a director or member of the Corporation shall not disqualify him from receiving such remuneration as may be determined.

#### 4-004 PRESIDENT

The President shall, when present, preside at all meetings of the members and of the board and shall be charged with the general supervision of the business and affairs of the Corporation. Except when the board has appointed a general manager or managing director, the President shall also have the powers and be charged with the duties of that office.

#### 4-005 VICE-PRESIDENT

During the absence or inability of the president, his duties may be performed and his powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority (as determined by the board) save that no Vice-President shall preside at a meeting of the board or at a meeting of members who is not qualified to attend the meeting as a director or a member, as the case may be. If a Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may, from time to time, delegate to him or the board may prescribe.

#### 4-006 GENERAL MANAGER

The general manager, if one be appointed, shall have the general management and direction, subject to the authority of the board and the supervision of the President, of the Corporation's business and affairs and the power to appoint and remove any and all officers, employees and agents of the Corporation not elected or appointed directly by the board and to settle the terms of their employment and remuneration. If and so long as the general manager is a director, he may, but need not, be known as the managing director.

#### 4-007 SECRETARY

The secretary shall give, or cause to be given, all notices required to be given to members, directors, auditors and members of committees; he shall attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board. In the absence of the Secretary at a meeting, the duties of the Secretary can be performed by an individual appointed by the board for the duration of the meeting. The Secretary shall keep or cause to be kept a book or books wherein shall be kept recorded:

- (a) A copy or the letters patent: incorporating the Corporation and of any supplementary letters patent, and of all By-laws of the Corporation;
- (b) The names, alphabetically arranged, and the addresses of all persons who are or have been members of the Corporation, with the several dates on which each began and ceased to be a member thereof;
- (c) The names, alphabetically arranged, and the addresses of all individuals who are or have been

designated as the representatives of corporate members of the Corporation pursuant to Article 2-001 of this By-law, and the several dates on-which each began and ceased to be such designated representative, together with the written designations received by the Corporation from the corporate members; and;

#### 4-008 TREASURER

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the board at the meetings thereof, or whenever required of him an account of all his transactions as Treasurer and of the financial position of the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board.

#### 4-009 OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

#### 4-010 AGENTS AND ATTORNEYS

The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

#### 4-011 FIDELITY BONDS

The board may require such officers, employees and agents of the corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

### **5. FINANCES**

#### 5-001 RESERVE FUNDS AND INVESTMENTS

The board of directors may from time to time set aside such sums as they deem fit as a reserve fund to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets; forming an insurance fund and for such other purposes as the directors shall, in their absolute discretion, think conducive to the interests of the Corporation, and may invest the several sums so set aside, or any other funds or moneys not immediately required for the purposes or in the business of the Corporation, in such investments as they may think fit, and from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Corporation, and may divide the reserve fund into such special funds as they may think fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets. The directors may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which they shall not think fit to divide or to set in reserve.

#### 5-002 FISCAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

#### 5-003 BILLS OF EXCHANGE, CHEQUES, ETC.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the Corporation and in such manner as the board of directors may from time to time designate.

#### 5-004 TRANSFER OF SECURITIES

Transfers, assignments and instruments of transfer or hypothecation of shares, stocks, bonds,

debentures, debenture stock or other securities held by the Corporation requiring the signature of the Corporation shall be signed by the President or Vice-President and the Secretary or Assistant Secretary or Secretary-Treasurer of the Corporation and sealed with the Corporation's seal, and all such transfers, assignments and instruments of transfer or hypothecation so signed and sealed shall be binding upon the Corporation without any further authorization or formality.

#### 5-005 AUDITOR

At each Annual Meeting, the members shall elect an auditor (or firm of auditors) of the Corporation; the auditor shall not be a director and need not be a member in good standing of the Corporation. The auditor shall hold office until the end of the annual meeting following that at which he was elected and thereafter until his successor shall have been duly elected. The auditor of the Corporation shall have unrestricted access to all books of account and other records of the Corporation at any time or times.

#### 5-006 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one or more chartered banks or trust companies in Canada, to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the board of directors and such authority may be general or confined to specific instances. Such banks and trust companies so selected may rely upon such resolutions communicated to it or them in writing certified by the Secretary of the Corporation under the Corporation's seal until further such communication; and no liability shall attach to such banks or trust companies as a result of acting in accordance with such resolutions so communicated except in the case of gross negligence or fraud; such banks and trust companies shall in no case be responsible for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### 5-007 BANKING ARRANGEMENTS

The banking business of the Corporation or any part thereof shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of the Corporation's accounts: the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Corporation's behalf to facilitate such banking business.

#### 5-008 DIVIDENDS

Pursuant to the provisions of the letters patent incorporating the Corporation, the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects. No dividend therefore shall be paid by the Corporation to any of its members.

### **6. GENERAL**

#### 6-001 INSPECTION OF BOOKS

The directors may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Corporation or any of them shall be open to the inspection of members in good standing of the Corporation, and no person shall have any right of inspecting any account or book or document of the Corporation

except as conferred by statute or authorized by the board of directors or by a resolution of an annual or special meeting.

#### 6-002 SERVICE OF DOCUMENTS

Any notice may be served by the Corporation on any person either personally or by sending it through the post in a postpaid envelope or wrapper addressed to such person at his address as the same appears in the books of the Corporation, or if no address be given therein, to the last address of such person known to the Secretary. With respect to every notice sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and postpaid and put into the Post office or into one of Her Majesty's letter boxes.

#### 6-003 SIGNATURE TO NOTICE

The signature to any notice to be given by the Corporation may be written stamped, typewritten or printed, or partially stamped, typewritten or printed.

#### 6-004 COMPUTATION OF TIME

Where a given number of days' notice extending over any period is required to be given, such number of days shall be exclusive of the day of service or posting of the notice but inclusive of the day for which notice is given unless it is otherwise provided.

#### 6-005 PROOF OF SERVICE

A certificate of the Secretary or other duly authorized officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any director, officer or other person, or publication of any notice to any director, officer or other person, or publication of any notice shall be conclusive evidence thereof and shall be binding on every director, officer, member or designated representative of a corporate member, or other person as the case may be.

#### 6-006 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing (except contracts made in the ordinary course of the Corporation's day to day activity) requiring the signature of the Corporation shall be signed by the President or Vice-President and Secretary or Assistant Secretary or Secretary-Treasurer, and all contracts, documents, and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any other officer or officers on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The board of directors shall have power from time to time by resolution to appoint any other officer or officers or employees or other persons on behalf of the Corporation, either to sign transfers, assignments and instruments of transfer or hypothecation generally, or to sign specific transfers, assignments or instruments of transfer or hypothecation, and to affix thereto the seal of the Corporation.

### **7. AMENDMENT OR REPEAL OF BY-LAWS**

#### 7-001 AMENDMENT OR REPEAL OF BY-LAW NUMBER ONE

By-law Number One of the Corporation shall only be amended or repealed upon a two-thirds affirmative vote of the members voting upon the proposed amendment at an annual or special meeting, duly called for the purpose, the notice of which meeting contained the exact wording of the proposed amendment; provided that any portion of the said By-law for which amendment has been proposed as aforesaid may be amended at such meeting notwithstanding that the amendment is not that proposed.

#### 7-002 AMENDMENT OR REPEAL OF ALL OTHER BY-LAWS

Unless otherwise specifically provided; all other By-laws of the Corporation may be amended or repealed by resolution of the board of directors at a meeting duly called for the purpose; provided

that such amendment or repeal unless in the meantime confirmed at a special meeting of the members is effective only until the next annual meeting of the members unless confirmed thereat and in default of confirmation thereat, ceases to have effect at and from that time, and in that case no new amendment or repeal of the same or like substance has any effect until confirmed at an annual or special meeting of members.

## **8. INTERPRETATION**

### **8-001 DEFINITIONS**

In this By-law and, unless the context otherwise requires, in all other By-laws and resolutions of the Corporation, the following terms shall have the following meaning:

- (a) "Director" or "director" shall mean a director of the Corporation;
- (b) "Board" or "board" shall mean the board of directors of the Corporation;
- (c) "Individual" shall mean a real as opposed to a corporate person or firm;
- (d) "The Corporations Act" means: Corporations Act, R.S.O. 1990, c. 38 and amendments thereto.

### **8-002 INTERPRETATION**

In all by-laws of the Corporation, unless, the context otherwise requires, words importing the singular only shall include the plural and the plural the singular; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons.

ENACTED this 24day of February 1983.

WITNESS THE corporate seal of the Corporation.

(Signed Christine E. Devai)

President

(Signed Dave Carroll)

Secretary-Treasurer

## **ADDITIONAL CHANGES IN 1983**

### **BY-LAW NO. 2**

A by-law respecting the borrowing of money, the issuing of securities and the securing of liabilities by

ONTARIO HERBALISTS ASSOCIATION

BE IT ENACTED as a by-law of ONTARIO HERBALISTS ASSOCIATION (hereinafter referred to as the "Corporation") as follows:

The Directors of the Corporation may from time to time:

- (a) Borrow money on the credit of the Corporation;
- (b) Issue, sell or pledge securities (including bonds, debentures, debenture stock or other like liabilities) of the Corporation but no invitation shall be extended to the public to subscribe for any such securities;
- (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Company, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
- (d) Give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it, and secure any such director or other person against loss by giving him by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the Corporation.

ENACTED as a by-law of the Corporation this 24th day February, 1983.

AS WITNESS the corporate seal of the Company.

(Signed Christine E. Devai)

President

(Signed Dave Carroll)  
Secretary-Treasurer

BY-LAW NUMBER 3  
ONTARIO HERBALISTS ASSOCIATION

A by-law to Authorize the Directors to borrow and give security  
BE IT ENACTED AS A BY-LAW OF THE COMPANY AS FOLLOWS:

The Directors of the Corporation are hereby authorized from time to time

- (a) To borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
  - (b) To issue debentures or other securities of the Corporation;
  - (c) To pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
  - (d) To mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon, all or any of the property, real or personal, immoveable and moveable, undertaking and rights of the Corporation present and future, to secure any debentures or other securities of the Corporation present or future, or any money borrowed or to be borrowed or any obligation or liability of the Corporation present or future;
  - (e) To delegate to such officer(s) or Director(s) of the Corporation as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.
- This by-law shall remain in force and be binding upon the Corporation as regards any party acting on the faith thereof, until a copy, certified by the Secretary of the Corporation under the Corporation seal, or a by-law repealing or replacing this by-law shall have been received by such party and duly acknowledged in writing.

ENACTED this 24th day of February, 1983.  
AT WITNESS the corporate seal of the Company.  
(Signed Christine E. Devai)  
President  
(Signed Dave Carroll)  
Secretary-Treasurer)

BY-LAW NO.4 of  
ONTARIO HERBALISTS ASSOCIATION  
BE IT ENACTED as a by-law of ONTARIO HERBALISTS ASSOCIATION (the "Corporation") as follows:

1. Every director and every officer of the Corporation and his heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from and against:
  - (a) Any liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and
  - (b) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Corporation; provided that no director or officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility imposed upon him under The Business Corporations Act, 1970 or under any other statute unless, in an action brought against him in his capacity as director or officer, he has achieved complete or substantial success as a defendant.
2. The Corporation may purchase and maintain such insurance for the benefit of its directors and officers as the board may from time to time determine, except insurance against a liability, cost, charge or expense of the director or officer incurred as a result of a contravention neglect or default.

PASSED by the directors and sealed with the corporate seal this 24th day of February, 1983.  
(Signed Christine E. Devai)  
President  
(Signed Dave Carroll)  
Secretary-Treasurer

## **AMENDMENTS FROM 1987**

Amendments were properly voted in, and adequate notice given (Wolf Muril presiding):  
The following sections were replace or changed:

2-002 Qualification

8-001 Definitions

Note - These changes were voted in at an AGM, but the exact wording is unknown.

2-001 Qualification

There are three types of membership. The Ontario Herbalists Association retains the right to refuse membership in b) and c) only:

a) The board of directors of the Corporation may, from time to time, admit persons to membership in the Corporation, subject to the By-laws of the Corporation. A member of the Corporation which is a corporate entity shall designate on the books of the Corporation the name and address of the individual who shall thereafter (until otherwise designated by the Corporate member in writing) receive all notices on behalf of the corporate member of all meetings at which members are entitled to vote.

Regular membership is offered to all world-wide wh have an interest in herbalism an/or otherwise support the Ontario Herbalists Association and its objectives

All Regular members will be issued with a wallet sized membership card.

b). Professional membership is open to all members of the Ontario Herbalists Association who are graduates of any school of herbalism world-wide. All those requesting membership in this category must include with their application a full letter of introduction to the Ontario Herbalists Association Board together with a notarized copy of their original graduating diploma in herbalism.

The Ontario Herbalists Association fully recognizes those herbalists who have no formal education. In this case, two lettes of recommendation together with a letter of introduction from the president of the OHA will be sufficient for admission.

All practicing herbalists in the Province of Ontario must register with the Ontario herbalists Association Admissions Board

All members will be awarded a certificate of membership in the Ontario Herbalists Association at no cost to themselves renewable on an annual basis. Annual renewal of membership is mandatory, and must be fully renewed after six years.

c. Company Membership

Company membership is open to all companies in Ontario where the main type of business is related to the herbal community: i.e. Health food stores, retailer and/or wholesaler of herbal agents, etc.

## 8-001 DEFINITIONS

In this By-law and, unless the context otherwise requires, in all other By-laws and resolutions of the Corporation, the following terms shall have the following meaning:

- (a) "Director" or "director" shall mean a director of the Corporation;
- (b) "Board" or "board" shall mean the board of directors of the Corporation;
- (c) "Individual" shall mean a real as opposed to a corporate person or firm;
- (d) "The Corporations Act" means: Corporations Act, R.S.O. 1990, c. 38 and amendments thereto.
- (e) "Standards for the Practice of Herbalism" shall mean all aspects of herbalism in Ontario - i.e. practitioners, health food stores (those selling and/or promoting herbs as in dried agents and/or preparation), herb manufactures, wildcrafters, and all who may otherwise use and/or incorporate herbs in their business.
- (f) "Graduates of any School of Herbalism World-wide" will mean all those graduates (world-wide) who have successfully completed a full herbal curriculum course in herbalism. I.e. a graduate diploma, Naturopathic Doctor, or Doctor of Chiropractic, Medical Doctor., or Reflexologist etc does not in-itself constitute a full study of herbalism.
- (g) The "Ontario Herbalists Association Admissions Board" means the future and present members of the Board of the Ontario Herbalists Association.
- (h) Ontario Herbalists Association public information and referral records means a dossier kept by the association and supplied by the registrant Information to include name, telephone, address, business name (if applicable), education, experience and speciality of practice, ie. product or company monographs.

## AMENDMENTS FROM 1990

Amendments were properly voted in, and adequate notice given.

"2-002 Qualification" and "2-002 Termination of Membership" were replaced with the following:

### 2-001 Qualification

#### a. Regular Members

The board of directors of the Corporation may, from time to time, admit persons to membership in the Corporation as regular members, subject to the By-laws of the Corporation. A regular Member of the Corporation that is a corporation shall designate on the books of the Corporation the name and address or the individual who shall thereafter (until otherwise designated by the corporate member in writing) receive all notices on behalf of the corporate member of all meetings at which members are entitled to vote.

All practicing regular members shall adhere to the Code of Ethics of the Ontario Herbalists Association.

#### b. Professional Membership

Professional membership shall be available to individuals of good character upon application to the Board of Directors of the Ontario Herbalists' Association, provided that the following criteria are met:

- i) The applicant shall provide a notarized copy of his or her professional qualifications at a recognized school or college of herbal medicine, as well as any other post secondary or university training.
- ii) He shall submit also three character references from persons who have known him personally for at least two years. Two of whom shall be persons of professional standing either in complementary or orthodox medical practice or related fields or in education.
- iii) He shall successfully convince the Ethics and Code of Practice Committee of his knowledge and ability to practice herbal medicine both by answering an oral examination to be convened at time and place determined by the committee and by writing a written examination to be set from time to time by the committee or by the members thereof.
- iv). He shall affirm and agree to adhere to the Code of Ethics of the Ontario Herbalists Association.

A professional member shall, upon acceptance for professional membership in the Ontario Herbalists Association, commit himself to the practice of herbal medicine or herbalism or herbology and to furthering its acceptance, availability and good name within the community.

The professional member shall be allowed to add the letters O.H.A. after his name and any other professional qualifications, and he shall be entitled to display the certificate of professional membership in the association in his office of place of practice. Professional membership shall be reviewed from time to time by the committee and should circumstances arise in which it is decided that professional membership should be withdrawn, the certificate of professional membership must be returned to the Board of Directors of the Ontario Herbalists Association whose property it shall always remain: and the former professional member shall be required to delete the letters O.H.A. from after his name and shall be debarred from ever renewing professional membership in the Ontario Herbalists Association.

#### c. Company Membership

Company membership is open to all companies in Ontario where the main type of business is related to the herbal community: i.e. Health food stores, retailer and/or wholesaler of herbal agents, etc.

### 2-002 TERMINATION OF MEMBERSHIP

#### (a) Automatic Termination of Membership

Membership in the Corporation shall ipso facto terminate:

- i. If the member resigns;
- ii. If the member dies or if a corporate member is wound up, merges or amalgamates with another corporate entity, that is not a member, or is placed in bankruptcy or receivership;
- iii) being present and entitled to vote at an annual or special meeting of the members duly called for the purpose, the person is declared to be no longer a member of the Corporation;
- iv) the member has failed to pay membership dues for the current year.

#### (b) Withdrawal of Membership by the Board of Directors

Membership may be withdrawn by the unanimous decision of the Board of Directors for the following reasons:

- i) any infringement of the above By-laws;
- ii) unprofessional or unethical conduct, including violation of the Code of Ethics of the Ontario Herbalists Association.

The professional member whose professional membership has been withdrawn shall be entitled to a hearing before a Board of Inquiry (upon which one member only of the Board of Directors shall sit) at which time he may appeal his case. If complaints about his practice have been received by the Board, he will be required to answer them on this occasion, either in person or by written documentation. However, if he has been given an opportunity to appear before the Board and fails to do so upon the date and time and place set by the Board. He shall forfeit his right of appeal and the board will proceed as if he had not appealed. Following the hearing, the Board of Inquiry shall make its recommendation to the Board of Directors for further action.

*The Code of Ethics was included as an appendix to the By-law, and was approved at the Annual Meeting..*

### **AMENDMENTS FROM 2001**

Amendments were properly voted in, and adequate notice given ( Christine Dennis presiding):

#### 2-001 MEMBERSHIP

a. The board of directors of the Corporation may, from time to time, admit individuals, corporations

and other legal entities to membership in the Corporation, subject to the By-laws of the Corporation and pursuant to such application procedures as the board of directors may from time to time establish.

b. There shall be two classes of members in the Corporation: Professional and General.

c. Professional Members: The board of directors may, in its discretion, admit any person as a Professional Member of the Corporation, provided he or she submits an application for Professional Membership in a form approved by the board of directors and the application for membership is accompanied by a Professional membership fee as determined by resolution of the board of directors.

d. General Membership: The board of directors may, in its discretion, admit any individual or corporation as a General Member of the Corporation provided such person submits an application for General Membership in a form approved by the board of directors and the application for membership is accompanied by a General membership fee as determined by resolution of the board of directors.

e. A General Member that is a corporation shall designate on the books of the Corporation the name and address or the individual who shall thereafter (until otherwise designated by the corporate member in writing) receive all notices on behalf of the corporate member of all meetings at which members are entitled to vote.

#### 2-002 TERMINATION OF MEMBERSHIP

(a) Membership in the Corporation shall ipso facto terminate:

i. If the member resigns;

ii. If the member dies or if a corporate member is wound up, merges or amalgamates with another corporate entity, that is not a member, or is placed in bankruptcy or receivership;

iii) being present and entitled to vote at an annual or special meeting of the members duly called for the purpose, the person is declared to be no longer a member of the Corporation;

iv) the member has failed to pay membership dues for the current year.

(b) Any member's membership may be terminated by resolution of the Board of Directors, in its discretion, provided the member is given reasonable notice of the proposed termination and the grounds for same. And the opportunity to attend and make representations to the Board of Directors personally or by agent prior to such decisions being made.

#### 2-012 PROXIES

All members who are entitled to vote at a meeting of members may by means of a proxy appoint a person, who need not be a member, as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. The holder of a proxy, before voting, shall produce and deposit with the Secretary written evidence of appointment from a member not later than three days before the date of the meeting.

#### 3-001 BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its board of directors. Until changed by special resolution or supplementary letters patent, the number of the directors of the Corporation shall be seven. A minimum of four members of the board shall be Professional Members. In the event that less than four professional members stand for election, general members may occupy those positions.

#### 3-009 NOTICE OF MEETING

Meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have signified their consent in writing to the meeting being held in their absence. The President or a Vice-President who is a director or any two directors may at any time and the Secretary by direction of the President or such Vice-President or any two directors shall convene a meeting of directors. Notice of such meeting shall be delivered or mailed or telegraphed or emailed or faxed to each director four days before the meeting is to take place. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by

any director. Each newly elected board may, without notice, hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such board was elected, provided a quorum of directors be present.

### 3-012 REMUNERATION OF DIRECTORS

For their duration on the board, directors get their membership dues waived. Pursuant to the provisions of the letter patent incorporating to Corporation, the directors of the Corporation shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties as the board may from time to time determine, which may include annulment of their membership dues for the duration of their term. No confirmation by the members of any such payment of expenses shall be required.

### 4-007 SECRETARY

The secretary shall give, or cause to be given, all notices required to be given to members, directors, auditors and members of committees; he shall attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings; he shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation; and he shall perform such other duties as may from time to time be prescribed by the board. In the absence of the Secretary at a meeting, the duties of the Secretary can be performed by an individual appointed by the board for the duration of the meeting. The Secretary shall keep or cause to be kept a book or books wherein shall be kept recorded:

- (a) A copy of the letters patent: incorporating the Corporation and of any supplementary letters patent, and of all By-laws of the Corporation;
- (b) The names, alphabetically arranged, and the addresses, *and class of membership* of all persons who are or have been members of the Corporation, with the several dates on which each began and ceased to be a member thereof;
- (c) The names, alphabetically arranged, and the addresses of all individuals who are or have been designated as the representatives of corporate members of the Corporation pursuant to Article 2-001 of this By-law, and the several dates on which each began and ceased to be such designated representative, together with the written designations received by the Corporation from the corporate members; and;
- (d) The names, alphabetically arranged, and the addresses of all individuals who are or have been directors of the Corporation, with the several dates at which each became or ceased to be such a director

### 6-002 SERVICE OF DOCUMENTS

Any notice may be served by the Corporation on any person either personally or by sending it through the post in a postpaid envelope or wrapper addressed to such person at his address as the same appears in the books of the Corporation, or if no address be given therein, to the last address of such person known to the Secretary. With respect to every notice sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and postpaid *and mailed*.

### 6-003 SIGNATURE TO NOTICE

The signature to any notice to be given by the Corporation may be written or mechanically or electronically reproduced.

## **AMENDMENTS FROM 2009 - made at Annual General Meeting**

Amendments were properly voted in, and adequate notice given ( Diane Kent presiding):

1. By-law No. 1, Section **8. INTERPRETATION** shall be changed to By-law No. 1, Section 1.  
By-law No. 1, Section **1. CORPORATE OFFICE** shall be changed to By-law No. 1, Section 2.  
By-law No. 1, Section **2. MEMBERSHIP** shall be changed to By-law No. 1, Section 3.  
By-law No. 1, Section **3. DIRECTORS** shall be changed to By-law No. 1, Section 4.  
By-law No. 1, Section **4. OFFICERS** shall be changed to By-law No. 1, Section 5.  
By-law No. 1, Section **5. FINANCES** shall be changed to By-law No. 1, Section 6.  
By-law No. 1, Section **6. GENERAL** shall be changed to By-law No. 1, Section 7.  
By-law No. 1, Section **7. AMENDMENT OR REPEAL OF BY-LAWS** shall be changed to  
By-law No. 1, Section 8.
2. By-law No. 1, Section **3. MEMBERSHIP** (formerly Section 2) shall be amended as follows:
  - i) Section 3-001 MEMBERSHIP b. shall be changed as follows:
    - b. There shall be three classes of members in the Corporation: Professional, Student and General.
  - ii) Section 3-001 MEMBERSHIP d. shall be changed to Section 3-001 MEMBERSHIP e.
  - iii) A new Section 3-001 MEMBERSHIP d. shall be added as follows:
    - d. Student Membership: The board of directors may, in its discretion, admit any individual as a Student Member of the Corporation provided such person submits an application for Student Membership in a form approved by the board of directors and the application is accompanied by a Student membership fee as determined by resolution of the board of directors.
  - iv) Section 3-001 MEMBERSHIP e. shall be changed to Section 3-001 MEMBERSHIP f.
  - v) Section 3-005 NOTICE OF MEETING shall be changed as follows:

No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each such meeting shall be given not less than ten days before the day on which the meeting is to be held to the auditor of the Corporation and to each member of who is entered on the books of the Corporation as a member in good standing of the Corporation with the right to vote at the meeting.

Notice of a special meeting of members shall also state the general nature of the business which is to be transacted at it. A meeting of members may be held at any time without notice if all the members entitled to vote thereat are present in person or represented, by corporate designate or those not so present or represented by corporate designate have waived notice and if the auditor is present or has waived such notice, and at such meeting any business may be transacted which the Corporation at an annual or special meeting of the shareholders may transact.

Notice of any meeting is to be given to the members by means deemed by the directors to be effective. This may include the use of any verbal, printed or electronic means. Such notice shall be directed to every member in good standing using his/her information as it

appears in the membership records of the OHA. The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting.

A new section is added to By-law No. 1 as Section 9 as follows:

## **9. PROFESSIONAL MEMBERS COMMITTEE**

### **9-001 PROFESSIONAL MEMBERS COMMITTEE**

There shall be a professional members committee (PMC) to discuss and provide guidance on behalf of the professional members on issues affecting professional membership including professional standards, regulatory issues, eligibility of applicants for professional membership, or any other issues relevant to the professional membership of the Corporation. The PMC will operate as long as there are a minimum of four professional members of the Corporation willing to sit on the committee. If the minimum number of members is not available for any period of time, the board of directors will act as the PMC.

### **9-002 MEMBERSHIP OF THE PROFESSIONAL MEMBERS COMMITTEE**

Membership in the PMC is open to any professional member of the Corporation that is a member in good standing who wishes to participate. Student members of the Corporation may also participate. Student members do not have voting status. As long as the minimum number of professional members is available to sit on the committee, no more than half of the members of the PMC may also be members of the board of directors.

### **9-003 QUORUM**

Four persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of the PMC.

### **9-004 NUMBER OF MEETINGS**

The PMC shall meet at least once between annual meetings.

### **9-005 PLACE OF MEETING**

Meetings of the PMC may be held at such place either inside or outside Canada as the committee may from time to time determine.

### **9-006 NOTICE OF MEETING**

The board of directors or a designated member of the PMC or a designated individual abiding by the provisions of the OHA Privacy Policy, established in accordance with the Personal Information Protection and Electronic Documents Act, will provide notice of meetings of the PMC to eligible members of the Professional and Student membership of the Corporation not less than seven days before the day on which the meeting is to be held.

### **9-007 POWERS OF THE PROFESSIONAL MEMBERS COMMITTEE**

The PMC shall act on behalf of the Professional members of the Corporation to address issues that affect the Professional membership. Recommendations of the PMC shall be presented to the board of directors on behalf of the Professional members. Should the board of directors have reasonable grounds to refuse to approve any recommendation of the PMC, the committee will be notified of the concerns of the board and the issue given further consideration by both the PMC and the board of directors before a decision is made.

### **9-008 PROFESSIONAL STANDARDS**

The creation, deletion or alteration of professional standards including the Educational Standards, Code of Ethics, Code of Practice, Scope of Practice, Continuing Education Requirements and Disciplinary Procedures, can not be enacted by the PMC or the board of directors without providing the Professional members of the Corporation an opportunity to comment on the proposed changes.