

Bylaw No. 1

A bylaw relating generally to the conduct of the affairs of

CANADIAN HOMEOPATHIC ASSOCIATION /
ASSOCIATION HOMEOPATHIQUE CANADIENNE

(the "Association")

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BE IT ENACTED as a bylaw of the

CANADIAN HOMEOPATHIC ASSOCIATION / ASSOCIATION HOMEOPATHIQUE
CANADIENNE

(hereinafter referred to as the "Association") as follows:

1 - General

1.1 Definitions

In these bylaws:

- a. "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the board of directors of the Association and "director" means a member of the board;
- d. "bylaw" means this bylaw and any other bylaws of the Association as amended and which are, from time to time, in force and effect;
- e. "member" means a member of the Association as further defined in Section 2.1;
- f. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of all members entitled to vote at an annual meeting of members;
- g. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. "proposal" means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- i. "Regulations" means the regulations made under the Act, as amended, restated, or in effect from time to time;
- j. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of these bylaws, words importing the singular number include the plural and vice versa; words importing one gender, include all genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations. Other than as specified in Paragraph 1 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.3 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Association shall be the custodian of the corporate seal.

1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments may be signed on behalf of the Association by any two (2) of its officers or directors. For greater certainty, two (2) separate individuals are required to sign. It is not sufficient for one individual who holds more than one officer and/or director position to sign an instrument, another individual must sign. In addition, the board may from time to time direct the manner in which, and the person or persons by whom, any particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Association to be a true copy thereof.

1.5 Financial Year End

The financial year of the Association shall end on the date in each year as the board may from time to time determine by resolution.

1.6 Banking Arrangements

The banking business of the Association shall be transacted with the banks, trust companies, brokerage firms or other firms or corporations as may from time to time be designated by or under the authority of the board. The banking business or any part thereof shall be transacted under the agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

1.7 Annual Financial Statements

The Association shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Association reproducing the information contained in the documents. Instead of sending the documents, the Association may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Association is not required to send the documents or a summary to a member who, in writing, declines to receive the documents.

2 - Membership

2.1 Members

Subject to the articles, there shall be one class of members in the Association, namely, “full members” or “members.”

A member is a provincial or territorial not-for-profit organization whose purposes are similar or supportive of the purposes of the Association which has been admitted to membership in the Association by resolution of the board and maintains a mutually satisfactory fee sharing arrangement with the Association. There shall be a limit of one organization per province or territory.

The term of membership shall be annual, subject to renewal of their member association with the Association by payment of membership dues.

Each member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings, provided that such member is not suspended or otherwise subject to discipline proceedings of the board. For greater certainty, where a member is represented by more than one individual at a meeting of members, such individuals are collectively (and not individually) entitled to one (1) vote on behalf of the member.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of all members is required to make any amendments to this section of the bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.2 Notice of Meetings of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

2.3 Affiliates

The board may, by resolution, create one or more classes of affiliates and set out the rights and privileges thereof (including without limitation the right to charge the affiliate membership fees or dues), from time to time. Notwithstanding the foregoing, such affiliates are not members of Association and are not entitled to vote at any membership meeting or any other rights or

privileges of “members” as set out in the Act, the Articles or in the by-laws of the Association. The rights and privileges of such affiliates are exclusively those as specified by the board.

3 - Membership Dues, termination and discipline

3.1 Membership Dues

Unless a mutually satisfactory fee sharing arrangement has been entered into between a member and the Association, a member’s dues are due within ninety (90) days of the commencement or renewal date of their membership. The amount and payment terms of membership dues shall be set from time to time by the board.

A member who fails to pay dues by the deadline for payment shall automatically be terminated and shall cease to be a member of the Association.

3.2 Termination of Membership

The interest of a member in the Association is not transferable and lapses and ceases to exist when:

- a. upon dissolution, winding-up or other termination; or
- b. notice is given by the Association or the member of the cessation of a mutually satisfactory fee sharing arrangement; or
- c. the member resigns by delivering a written resignation to the chair of the board of the Association in which case such resignation shall be effective on the date specified in the resignation; or
- d. the member is expelled in accordance with section 3.3 below or is otherwise terminated in accordance with the articles or bylaws; or
- e. the member's term of membership expires; or
- f. the Association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

3.3 Discipline of Members

The board shall have the authority to suspend or expel any member from the Association who violates any provision of the bylaws of the Association or does any act which, in the reasonable opinion of the board, is injurious to the Association or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the board, or of a duly authorized committee of the board, may be expelled from the Association by a resolution passed by at least two-thirds (2/3) of the directors present at a meeting of the board at which the matter is considered.

No resolution for expulsion shall be put before the board until after the member in question has been notified in writing given at least one week prior to the date of the meeting of the board at which the resolution shall be put before the board of:

- a. The allegations against the member, and
- b. The time and place of the meeting of the board at which the resolution will be tabled and is afforded an opportunity for a hearing before the board.

In the event that the board determines that a member should be expelled or suspended from membership in the Association, the president, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

4 - Meetings of Members

4.1 Persons Entitled to be present

The only persons entitled to be present at a meeting of members shall be persons entitled to vote thereat, the Directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. For the purposes of this section, "persons entitled to vote" shall include the individual(s) who have the authority to vote on behalf of a member.

4.2 Chair of the Meeting

The president or, in the absence of the president, a vice-president who is a director of the Association, shall be chair of any meeting of members. In the event that the chair of the board and vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

4.3 Quorum

A quorum for the transaction of business at any meeting of the members shall be sixty-six percent (66%) of the members entitled to vote at the meeting. The quorum is understood to be based not on the number of individuals, representing the different member associations, and who have authority to vote for such member, but on the number of member associations that shall represent at least two thirds (2/3) of all member associations.

4.4 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of

an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5 - Directors

5.1 Election and Term

Each member shall be entitled to elect one (1) individual director to the board from its own membership. Each member shall establish an election or nomination process and elect or nominate a full member from its own membership to be a director.

The directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election.

Until changed in accordance with the Act, the board shall comprise the fixed number of directors within the minimum and maximum limits contained in the articles as determined from time to time by ordinary resolution of the members or, if the ordinary resolution of the members empowers the directors to determine the number, by resolution of the board, of whom not less than three-fifths of the number shall constitute a quorum provided that the quorum shall not be less than two directors.

6 - Meetings of directors

6.1 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association not less than 7 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) and section 134 (Notice of change of directors);
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d. by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of

meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.4 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.5 Committees

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. Each committee shall report to the board on a timely basis concerning its activities. Any committee member may be removed by resolution of the board of directors.

7 - Officers

7.1 Description of Offices

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:

- a. 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.
- b. 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 other duties and powers as the board may specify.

- c. President - If appointed, the president shall be the chief executive officer of the Association and shall be 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.
- d. Secretary - If appointed, 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 into 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 public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- e. Treasurer – the treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association 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 Association. The treasurer shall deposit all monies or other valuable effects in the financial institution(s) and all securities with the registered securities dealers as the board may from time to time designate. The treasurer shall disburse the funds of the Association as may be directed by the board and shall take proper vouchers for the disbursements. The treasurer shall render to the board, whenever required, an account of all the treasurer's transactions as treasurer and of the financial position of the Association. The treasurer shall perform other duties as prescribed by the board or the president from time to time.

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. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.2 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed
- b. the officer's resignation
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

8 - Notices

8.1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.2 Invalidity of any provisions of this bylaw

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

8.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9 – Dispute Resolution

9.1 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in Section 9.2 of this bylaw.

9.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or bylaws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Association as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. The mediation will, in all respects, be kept confidential and will be strictly without prejudice. The fact that the parties have agreed to proceed to mediation will itself be confidential. All information provided, documents disclosed or statements made in the course of those negotiations and settlement efforts, including any admission, view, suggestion, notice, response, discussion, position or settlement proposal, will be held in strictest confidence among the parties and, unless otherwise discoverable, will not be subject to disclosure through discovery or any other process, and will not be relied upon by any party and will not be admissible into evidence for any purpose, including impeaching credibility, in any subsequent proceeding except as required by law, or to enforce any settlement agreement reached between the parties;
- d. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- e. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

10 – English and French

All member meetings, directors meetings shall be conducted in English, and corporate records shall be drafted and maintained in English. Until otherwise agreed by resolution of the Members, such meetings and records are not required to be conducted, drafted or maintained in French.

11 – Effective Date

11.1 Effective Date

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the board.

RESOLVED THAT the foregoing being Bylaw No. 1 of the CANADIAN HOMEOPATHIC ASSOCIATION / ASSOCIATION HOMEOPATHIQUE CANADIENNE, is hereby made by all of the Directors of the Association.

DATED this ____ day of _____, 2020.

SYNDICAT PROFESSIONNEL DES HOMEOPATHES DU QUEBEC

Per: Paul Labrèche, President
I have the authority to bind the corporation/association.

BC ASSOCIATION OF HOMEOPATHS

Per: Marie Lamey, President
I have the authority to bind the corporation/association.

MANITOBA HOMEOPATHIC ASSOCIATION

Per: Heather Cardona, President
I have the authority to bind the corporation/association.

RESOLVED THAT the foregoing being Bylaw No. 1 of the CANADIAN HOMEOPATHIC ASSOCIATION / ASSOCIATION HOMEOPATHIQUE CANADIENNE, is hereby made by all of the Directors of the Association.

DATED this ___ day of _____, 2020.

ALBERTA HOMEOPATHIC ASSOCIATION

Per: Linda Stead, Representative

I have the authority to bind the corporation/association.

ONTARIO HOMEOPATHIC MEDICAL ASSOCIATION

Per: Rao Hanchate, President

I have the authority to bind the corporation/association.

RESOLVED THAT the foregoing being Bylaw No. 1 of the CANADIAN HOMEOPATHIC ASSOCIATION / ASSOCIATION HOMEOPATHIQUE CANADIENNE, is hereby confirmed by all of the Members of the Association entitled to vote.

DATED this ___ day of _____, 2020.

SYNDICAT PROFESSIONNEL DES HOMEOPATHES DU QUEBEC

Per: Paul Labrèche, President

I have the authority to bind the corporation/association.

RESOLVED THAT the foregoing being Bylaw No. 1 of the CANADIAN HOMEOPATHIC ASSOCIATION / ASSOCIATION HOMEOPATHIQUE CANADIENNE, is hereby confirmed by all of the Members of the Association entitled to vote.

DATED this ___ day of _____, 2020.

BC ASSOCIATION OF HOMEOPATHS

Per: Marie Lamey, President
I have the authority to bind the corporation/association.

MANITOBA HOMEOPATHIC ASSOCIATION

Per: Heather Cardona, President
I have the authority to bind the corporation/association.

ALBERTA HOMEOPATHIC ASSOCIATION

Per: Linda Stead, Representative
I have the authority to bind the corporation/association.

ONTARIO HOMEOPATHIC MEDICAL ASSOCIATION

Per: Rao Hanchate, President
I have the authority to bind the corporation/association.