

**THE CANADIAN ASSOCIATION OF NATUROPATHIC
DOCTORS**



**ASSOCIATION CANADIENNE DES DOCTEURS EN
NATUROPATHIE**

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THE CANADIAN ASSOCIATION OF NATUROPATHIC DOCTORS
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BY-LAWS

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BY-LAWS OF THE
CANADIAN ASSOCIATION OF NATUROPATHIC DOCTORS
ASSOCIATION CANADIENNE DES DOCTEURS EN NATUROPATHIE

Article 1 - Name, Objective and Definitions

Section 1.01 - Name

The name of the Association shall be the Canadian Association of Naturopathic Doctors/Association canadienne des docteurs en naturopathie. It is incorporated as a non-profit corporation under The Canada Not-For-Profit Corporations Act.

Section 1.02 - Emblem

The Association may adopt an official emblem which may be used on its stationery, publications, etc.

Section 1.03- Definitions and Interpretations

In these by-laws, the following terms shall have the following meaning:

"Act" means the Canada Not-for-Profit Corporations Act, and any act that may be substituted therefore, as from time to time amended.

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Association" means the Canadian Association of Naturopathic doctors/Association canadienne des docteurs en naturopathie as constituted under Articles of Continuance.

"Board" means the Board of Directors of the Association, as elected by the membership at an annual meeting and includes the Executive Committee noted herein.

"By-laws" means these By-laws and all other by-laws of the Association from time to time in force and effect.

"Corporation" means the Association.

"Executive Committee" means the same as "Officers" which is comprised of the Chair, Vice Chair, Treasurer, Secretary and Executive Director/CEO. The positions of Treasurer and Secretary may be combined. The Executive Director/CEO would be a non-voting officer.

"Majority" means a simple majority unless otherwise qualified in the by-laws.

"Naturopathic doctor, doctor of naturopathic medicine, naturopathic physician, naturopath" means any person who has graduated from an approved naturopathic medical program recognized by the Association.

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Article 2 – Membership

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

Section 2.01 - Classes

There shall be FOUR classes of membership in the Association: Constituent Associations, Individuals, Students and Life. Each class shall have rights, privileges and obligations as defined by the By-Laws. The Board of Directors shall, in its exclusive discretion, determine to which class, if any, a particular applicant is qualified.

Section 2.02 - Constituent Associations

- a) Any Canadian provincial or territorial naturopathic Association wishing to be a Constituent Association Member of this Association shall make application on a prescribed form and submit evidence that its' Constitution, and By-Laws conform generally to those of this Association.
- b) It shall be a condition of such affiliation on the part of the Constituent Association that the work of the officers, directors, councils and committees of this Association will receive the co-operation of such Constituent Associations on matters of mutual interest and further terms as may be codified in an agreement.

Section 2.03 – Individuals

- a) Any person who holds a Doctor of Naturopathic Medicine degree or its equivalent conferred upon them by an accredited educational institution legally chartered to grant the degree, which institution is approved by the Board, and who has successfully completed the Naturopathic Physicians Licensing Examinations (NPLEX) or its equivalent as approved by the Board shall be eligible for Individual membership and have full voting privileges in this Association.
- b) In lieu of the foregoing educational qualifications, the applicant shall be deemed qualified to be an Individual member of the Association if they hold an unrevoked licence/registration to practice Naturopathic Medicine conferred upon them prior to January 1, 2000 by any regulatory authority established by law. For the purpose of establishing eligibility for membership, the Board of Directors shall have the authority to determine what shall be acceptable as the equivalent of the Doctor of Naturopathic Medicine degree.
- c) Any person who is a licensed or registered naturopathic doctor residing in Canada but is not practising for the year in question
- d) Any person, whose principal residence is not in Canada, who meets the Individual member qualifications as per Section 2.03 a) and Section 2.03 b) of these by-laws and meets those requirements as further defined in the CAND “non-resident” policy.

Section 2.04 - Life

Any member of the Association who has been an active member in good standing may, upon retirement, apply for Life Membership in the Association. Similarly, any active member of the Association may confidentially nominate any qualified member to be a Life Member in the Association. Nomination for Life Membership must be approved by the Board of Directors.

Section 2.05 - Student

Persons eligible for Student membership shall be:

- a) those enrolled on a full or part time basis in a Post Graduate Naturopathic Medical Education program at an approved educational institution recognized by the Board of Directors; or
- b) those in an approved residency program for naturopathic students recognized by the Board of Directors.

Section 2.06 - Approval of Membership

Election to any class of membership must receive approval of the Board of Directors or board designate after consideration of an application submitted before the Board on a form supplied by the Association. The Board shall reserve the right to require that any additional evidence supporting the application for election to membership be furnished before making a determination in the matter.

Section 2.07 - Voting Rights and Rights to Hold Office

Individual members and Life members shall have the exclusive right to vote and the exclusive right to hold office in the Association and are referred to in these By-Laws as Voting Members.

Article 3 - Duration, Termination and Reclassification of Membership

Section 3.01 - Duration of Membership

Each applicant admitted to the membership of the Association pursuant to these By-Laws shall be a member of the Association until membership is terminated by voluntary withdrawal, or as otherwise provided for in these By-Laws. Unless otherwise provided, all requirements for membership in any class are continuing requirements which must be met in order to maintain membership.

Section 3.02 - Resignation

A member of any class may resign from the Association, after fulfilling all obligations to it. No resignation may become effective until all dues and assessments owing to the Association at the time of resignation have been paid.

Section 3.03 - Reclassification of Membership

Any member who becomes ineligible for membership in a class may be reclassified by the Board of Directors as a member in any other class for which he/she is then eligible.

Article 4 - Board of Directors

Section 4.01 - Composition

The Board of Directors shall be composed of a minimum of 9 persons to a maximum of 13 persons including the following:

- Chair
- Vice Chair
- Secretary
- Treasurer
- One designated representative named by each Canadian Constituent Association, if elected by the membership
- Individual Members at large

It is noted that the offices of Secretary and Treasurer may be combined.

The CAND Board may appoint members of the Public to hold office on the Board of Directors in accordance with Section 128 (8) of the Act. Elected Directors must be CAND members in good standing, however, appointed Directors are not required to be CAND members.

Section 4.02 - Election

Members of the Board of Directors shall be elected by ordinary resolution at each Annual Meeting at which an election of Directors is required or such other meeting called for the purpose of electing members of the Board of Directors of the Association.

At the first meeting of the Board of Directors after the Annual Meeting, the Board shall elect the members of the Executive Committee from among the membership of the Board.

Section 4.03 - Nomination

A Nomination Committee appointed from members of the Association with voting privileges and chaired by a person designated by the Board, shall recommend candidates for election to vacant positions on the Board of Directors. Constituent associations may nominate one representative each for the position of Director and said nomination shall be automatically included in the report of the Nomination Committee. All nominees must be CAND members in good standing.

The report of the Nomination Committee will be presented by the Committee Chair at the Annual Meeting or such other meeting called for the purpose of electing members of the Board of Directors of the Association. The Association will provide a minimum of 30 days notice for submission of nominations. Nominations must be received at least 30 days in advance of the Annual Meeting.

Section 4.04 - Vacancies

Any vacancy that occurs by death, resignation, or otherwise among the Board members elected pursuant to Section 4.02 may be filled for the unexpired term by appointment of the Board of Directors. Any such appointment may be drawn from members eligible to hold office in the Association.

Section 4.05 – Term of Office

To avoid a complete turn-over of the Board each year, the term of office for any board member elected pursuant to Section 4.02 shall be for three years, with the first election of Directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three-year term, one-third (1/3) directors shall be elected for a two-year term and one-third (1/3) directors shall be elected for a one-year term. Thereafter, newly elected directors shall be elected for three-year (3) terms. Any board members appointed as a board designate will have a maximum term of one (1) year.

The term of office commences at the conclusion of the meeting at which the member is elected to office.

Executive Officers and Directors may be re-elected for a maximum of three terms.

Section 4.06 - Resignation

Members of the Board of Directors, including the Officers may resign at any time by giving written notice to the Chair of the Board. Each resignation so given shall take effect at the date on which the written notice is received by the Board.

Section 4.07 – Duties of Officers

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, 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 such other duties and powers as the board may specify.
- c) 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 in the Corporation'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 Corporation.
- d) Treasurer – If appointed, the treasurer shall have such powers and duties as the board may specify.

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 Chair 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.

Section 4.08 - Removal of Officers

Any Executive Officer may be expelled by a vote of the Executive Committee (excluding the Officer in question) from his/her position as an Officer of the Association if he/she is absent from any three consecutive meetings without excuse acceptable to the Executive Committee or if he/she is found guilty of a criminal offence, unethical behaviour or of a breach of the Association's Code of Ethics.

Section 4.09 - Review of Removal

Any Executive Officer expelled from his/her position as Officer under Section 4.08 shall have the right to appeal to the Board of Directors for a review of the decision to expel him/her within 30 days of the making of the decision. The Board of Directors may affirm, modify or overrule the decision of the Executive Committee taken under Section 4.08 provided that no member of the Board of Directors, who is also a member of the Executive Committee, shall vote in a review under this section.

Section 4.10 - Removal of Directors

Any Director who is absent from more than three consecutive Board of Director meetings without excuse acceptable to the Board or if he/she is found guilty of a criminal offence, unethical behaviour or of a breach of the Association's Code of Ethics shall be disqualified from the Board and that position shall be made available to be filled in a timely manner. Further, the voting members of the Association may, by ordinary resolution passed by a majority vote at a special

meeting of Voting Members called for this purpose, remove any director before the expiration of their term of office and may, by majority vote at that meeting, elect any person in their stead for the remainder of their term.

Section 4.11 - Bonds

As a condition precedent to qualifications to serve, the Secretary, Treasurer and other Officers and employees designated by the Board of Directors, may be required by resolution of the Board of Directors to be bonded in an amount to be fixed by the Board of Directors.

Section 4.12 - Compensation or Remuneration

Any Officer or Director may receive reasonable compensation or remuneration for his/her services provided such compensation or remuneration is expressly authorized by a two-thirds (2/3) majority vote of the Board of Directors.

Section 4.13 - Paid Senior Staff Person

The Board of Directors, may create a paid position for a Senior Staff person, and decide on the title of such a Position, in order to carry out, supervise and assume responsibilities delegated to them by the Executive Committee. Any appointment so made shall be made on terms and conditions as the Board of Directors may deem reasonable and necessary for the functioning of the Association.

Section 4.14 - Expenses

Reasonable expenses incurred on behalf of the Association by any Officer or Director of the Association may be reimbursed by the Association on the written authorization of the Chair and the Treasurer of the Association.

Article 5 - Governance of the Association

Section 5.01 - The Board of Directors and Executive Committee

The management of the property, business and affairs of the Association is vested in the Board of Directors. The Executive Committee shall also have and exercise such authority as is vested in the Board of Directors:

- a) with respect to any matter delegated to it by the Board of Directors; and
- b) between meetings of the Board of Directors.

In acting pursuant to subsection (b) above, the Executive Committee may act on any matter and in the same manner and to the same extent as the Board of Directors, with the exception of dues, assessments, budgets and election of members of the Executive in accordance with Section 138 of the Act.

Section 5.02 - Accountability of the Executive Committee to the Board of Directors.

All decisions made and actions taken by the Executive Committee under the authority vested in it by Section 5.01 shall be reported at the next meeting of the Board of Directors. The Board of Directors shall have the right to rescind or modify any such decisions or actions except as to matters specifically authorized by these By-Laws, or matters authorized by a prior vote of the members of the Board of Directors under Section 5.01(a).

Section 5.03 - Accountability of the Board of Directors to the Members

- a) Except as empowered by Section 10.01, all decisions made and actions taken by the Board of Directors shall be reported at the next annual or special meeting of the members of the Association. The members shall

have the right to ratify or rescind any such decisions or actions, except in respect to matters specifically authorized by these By-Laws, or matters authorized by a prior vote of the members.

- b) Except where the Act requires a meeting, the Board of Directors or the Executive Committee shall, by way of electronically communicated and/or mailed ballots, consult with the members on issues which would affect a profound change for the Association if such issues require a decision between members' general meetings. Members shall be given at least 30 days to respond to such ballots.

Article 6 - Committees

Section 6.01 - Committees of the Board of Directors

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

Section 6.02 - Compensation or Remuneration

Any Committee or other advisory body member may receive reasonable compensation or remuneration for his/her services provided such compensation or remuneration is expressly authorized by a two-thirds (2/3) majority vote of the Board of Directors.

Section 6.03 - Minutes and reports

Each Committee or other advisory body shall submit a report of its activities, conclusions and recommendations to the Board of Directors on the direction of the Chair.

Article 7 - Meetings

Section 7.01 - Association Members

Annual or special meetings of the members are authorized as follows:

- a) Annual Meeting

The Annual Meeting of the Association shall be held at such time and place in Canada as may be established by the Board of Directors for the purpose of reporting on the business of the Association, electing the Board of Directors and for the transaction of such other business as may come before the meeting.

Without limiting the scope of the Annual Meeting, the following agenda items may be considered by the members:

- Report of the Chair
- Report of the Secretary
- Report of the Treasurer
- Review of the Auditor's Report for the previous fiscal year
- Appointment of the Auditor for the current year to audit the accounts of the corporation
- Report of the Committees and any other advisory body(s)
- Report of the Nomination Committee and election of Directors

Notice for the Annual Meeting shall be given by the Secretary to all members by electronic means and/or mail at least 30 days in advance.

b) Special Meetings

Special meetings of the Association shall be called by the Chair upon the written request of twenty-five (25) voting members or three (3) members of the Board of Directors.

Notice for Special Meetings shall be given by the Secretary to all members at least 30 days in advance of the meeting and such notice shall contain sufficient information to permit a member to make a reasonable judgement on the decision to be taken.

Section 7.02 - Quorum

Fifty (50) voting members present at any meeting of this Association under Section 7.01 shall constitute a quorum. For the purposes of a quorum, proxies are not included.

Section 7.03 - Voting Rights

Each voting member shall have one vote on any question.

Section 7.04 - Meetings of the Board of Directors

a) Frequency and Notice

Regular and special meetings of the Board of Directors may be held in conjunction with the Annual Meeting of the Association or at such other times as the Board of Directors may determine, at the particular time and place designated by the Chair of the Board. The Board of Directors shall meet at least four (4) times per year, either face-to-face or via electronic participation as provided in Section 7.07 of these by-laws. Notice for the meeting shall be given at least 15 days in advance.

b) Quorum

Six (6) members of the Board of Directors, two of whom shall be members of the Executive Committee, shall constitute a quorum at any meeting of the Board of Directors.

c) Voting Rights

Each Director shall have one vote on any question.

Section 7.05 - Meetings of the Executive Committee

a) Notice of meeting

Meetings may be held at the call of the Chair or as determined by the Executive Committee. The time and place of the meetings shall be at the discretion of the Chair. Notice shall be given at least 5 days in advance unless waived.

b) Quorum

A majority of the membership of the Executive Committee, excluding vacancies, shall constitute a quorum.

c) Voting Rights

Each officer shall have one vote on any question.

Section 7.06 - Waiving of Notice

All notice requirements in Sections 7.04 and 7.05 may be waived by a unanimous vote of the members of Board of Directors and, inter alia, of the Executive Committee.

Section 7.07 - Electronic Participation

If all Directors of the Association consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board, or of a Committee of the Board by means of such conference or communications facilities as permit all participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

Section 7.08 – Method of Giving Notices

Any notice (which term in this article includes any communication or document) to be given (which term in this article includes sent, delivered or served) pursuant to the Act, the Articles of Continuance, the By-Laws or otherwise to a Voting Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their last address as recorded in the books of the Association or if mailed by prepaid ordinary or air mail addressed to them at their said address or if sent to them at their said address by means of telephone, wire, facsimile, electronic or any other form of transmitted or recorded information.

The Secretary or his/her delegate may change the address on the Association's books of any voting member, director, or auditor in accordance with any information believed by the Secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 sent by any means of telephone, wire, facsimile, electronic or any other form of transmitted or recorded communication shall be deemed to have been transmitted by the Association or when delivered to the appropriate communication company or agency or its representative for dispatch or transmittal.

Section 7.09 - Notification of Change of Address

The Secretary or his/her delegate shall be notified within thirty (30) days of any change of address, or telephone and facsimile number, or e-mail address of any member as a pre-condition to the maintenance of active membership.

Section 7.10 - Computation of Time

In computing the date when notice must be given under any provisions requiring a specified number of days' notice of any meeting or event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

Section 7.11 - Rules of Order

The Directors may from time to time adopt such rules of order when not inconsistent with these By-Laws, as the Directors may determine to govern all meetings and proceedings of the Association.

Section 7.12 - Notice of Motion at Annual Meeting

Prior to a motion being placed before the membership at the Annual Meeting notice of such motion shall be delivered in writing to the Chair 90 to 150 days before the anniversary of the previous Annual Meeting. Such requirement does not apply to those motions put before the Annual Meeting by either the Board of Directors or the Executive.

Section 7.13 - Majority Vote

All questions requiring vote by the persons present and entitled to vote shall be deemed passed at any meeting of the Association, Board of Directors or Executive Committee by a simple majority vote unless otherwise provided by these By-Laws or by the Act.

Section 7.14 - Minutes

At each meeting of the Association, Board of Directors and Executive Committee, written minutes accurately reflecting the substance of the meeting shall be prepared by the Secretary or his/her delegate. When ratified by the members involved, such minutes shall be chronologically preserved by the Secretary as a part of the official record of the Association. Written reports of the Committees presented at meetings shall also be so preserved. The Association shall be deemed to have acted or refrained from action only as reflected in approved or ratified minutes so preserved.

Section 7.15 - Proxy Validity

A proxy validly constituted shall:

- a) be signed by the member tendering it;
- b) state on the face of the proxy the purpose for which the said proxy is to be voted,
- c) be valid for a single vote, and;
- d) indicate the Chair, Vice-Chair or another member as designated to hold the proxy and exercise all the rights of the person doing the appointment.

All notices of annual or special meetings of members shall remind the member of his/her right to vote by proxy.

Section 7.16 – Proxy Use

Any member with voting privileges may tender his/her vote by proxy at any authorized meeting provided that the proxy is validly constituted and approved by the Board of Directors.

A maximum of two (2) proxies may be held by any one person.

Proxies must be received at the registered address of the Association at least seven days (7) prior to the meeting date.

Article 8 – Indemnification of Directors, Officers and Others

Section 8.01 - Indemnification

Subject to the Act, the Association shall indemnify each person who is or becomes a director, officer, committee member or employee of the Association, against reasonable expenses actually and necessarily incurred or imposed

upon such person in connection with the defence of any action, suit, or proceeding, and appeal therein, in which he/she is a party by reason of any act or omission or alleged act or omission by him/her in his/her capacity as director, officer, committee member or employee of the Association.

Section 8.02 - Appointment of Counsel

Where the Association indemnifies a person under section 8.01, it shall have the option of appointing legal counsel or other representation for the member and may require all necessary cooperation of the person indemnified as a condition of initial and continued indemnification

Section 8.03 - Reasonable Expenses

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

Section 8.04 - Limitations

Indemnification shall not apply to any expenses incurred or imposed:

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

Section 8.05 - Non-Exclusive

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

Section 8.06 - Successors

Indemnification pursuant to Article 8 shall inure to the benefit of the heirs, executors, administrators, legal representatives, and estate of any person in the event of his/her death, to the same extent as if such person were living.

Section 8.07 - Association Action

To the extent not inconsistent with any pertinent judicial determination, the Association through its Board of Directors shall have the absolute and exclusive discretion to determine the applicability and proper amount of indemnification hereunder in any particular area. No person shall be entitled to indemnification unless he/she tenders a written request for indemnification together with full disclosure of all information deemed relevant and desirable by the Association. Any person seeking indemnification pursuant to Article 8 shall be deemed interested and is disqualified from participating in any determination by the Association in connection with the request for indemnification. The Board of Directors shall act by majority vote of its disinterested members, and if there are none disinterested, the determination shall be made by independent counsel employed by the Association for this purpose.

Article 9 - Fiscal Year, Dues, Fees and Assessments

Section 9.01 - Fiscal year

The fiscal year of the Association shall be from January 1 through December 31, or as otherwise established by the Board of Directors.

Section 9.02 - Dues - General

The annual dues for all membership classifications of the Association shall be the rate or rates approved by the Board of Directors.

Section 9.03 - Dues - When payable; Failure to Pay; Re-instatement

Dues of a member shall be payable in full upon application for membership and thereafter on the annual anniversary date of the Association's business year. However, the Board of Directors, at its discretion, may establish a payment plan for all dues. If the applicable dues of any members are not paid within-thirty (30) days of this annual anniversary, the Board of Directors may terminate the member's membership. Such member may apply to the Board of Directors for re-instatement. Provided all other membership conditions of this individual are in good standing, such member can be re-instated by paying any such fees and dues as are outstanding.

Section 9.04 - Assessments

The Board of Directors exclusively may determine what circumstances may constitute an emergency and in such an emergency the Board of Directors shall have the exclusive power to make and levy assessments. Assessments so made and levied shall, for all purposes of these By-Laws, be considered and collectible as dues. Assessments so levied shall be reported and fully accounted for by the Board of Directors at the first general meeting of the Association after the assessment.

Section 9.05 - Fees

The Board of Directors or Board delegate may, from time to time, establish reasonable amounts to be charged as initiation and meeting registration fees.

Section 9.06 - Dues - Life Members

At the direction of the Board of Directors, Life members may be exempted from paying dues but will retain voting privileges.

Article 10 - Contracts, Loans, Cheques and Deposits

Section 10.01 - Contracts

Unless otherwise provided by the Board of Directors or by these By-Laws, the Chair of the Board and the Secretary or a person designated by the Board of Directors shall execute any contract or execute and deliver any instrument in the name of and on behalf of the Association authorized to be executed by the Board of Directors.

Section 10.02 – Borrowing Powers

The Board of Directors may, without authorization of the members,

- i. borrow money on the credit of the Association;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Association

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Association to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

Section 10.03 - Loans to Members

No loans to members or directors are permissible even in the ordinary course of the Association's business.

Section 10.04 - Cheques, Drafts

All cheques, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by any two of three persons designated for this purpose by the Board of Directors.

Section 10.05 - Deposits

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

Article 11 - Complaints, Disciplinary Action, Appeals

Section 11.01 - Suspension or Expulsion by the Association

A member of any class may be suspended for a period or expelled for cause by a Discipline Committee as designated by the Board of Directors and any such suspension or expulsion shall be at the sole discretion of the Discipline Committee. No member may be suspended or expelled for cause except:

- a) upon written complaint detailing the act or omission complained of, signed by an Individual or Life Member in good standing; and
- b) after due notice and fair opportunity to be heard, before the Discipline Committee composed of not less than three (3) impartial Individual or Life Members appointed by the Chair.

The Discipline Committee shall investigate any such complaint and make a determination. The Discipline Committee shall immediately report its findings and recommendations to the Board of Directors. The Board of Directors shall adopt rules of procedure, not inconsistent with these By-Laws, to be followed by the Discipline Committee in order to afford each member complained of, fair and reasonable opportunity to answer and present evidence.

Section 11.02 - Disciplinary Action

A member may be expelled from membership for the following reasons:

- a) Upon proof that his/her moral or professional conduct has been such as to jeopardize the standing and prestige of the Association;
- b) Upon violation and transgressions of the Constitution and By-Laws;
- c) Refusal to comply with regulations of the Board of Directors, including the Code of Ethics;
- d) When expulsion is in the interest of public welfare;
- e) Non-payment of dues, if in arrears for over thirty (30) days.

Section 11.03 - Complaints

Complaints made for reasons falling under section 11.02(a), (b), (c) and (d) must be in writing and set forth specific grounds and shall be presented to the Discipline Committee by a Voting Member. It is the duty of the Discipline Committee to consider the complaint and to decide on the action to be taken against the member complained of, if any.

An appeal lies from the decision of the Discipline Committee to the Executive Committee, none of whom shall have participated in the Discipline Committee dealing with the complaint.

Section 11.04 - Appeals

- a) Right of Appeal

Any member of any class may appeal from any determination by the Association affecting the member and relating to the reclassification, suspension or termination of his/her membership by giving notice to the Chair.

- b) Time Limit for a Method of Appeal

An appeal authorized under Article 11 must be undertaken within thirty (30) days after mailing or delivery date of notification of the decision. The mailing to the Chair of a written notice of appeal giving the name and address of the appellant and describing the action appealed from constitutes taking the appeal.

Section 11.05 - Executive Committee to Hear Appeals

Each appeal authorized under Article 11 shall be heard and determined by the Executive Committee.

- d) Quorum and Action

Two thirds (2/3) of the members of the Executive Committee shall constitute a quorum for purposes of dealing with appeals. The decision of the majority of the members present shall constitute the determination of the Executive Committee. The Executive Committee shall promptly report its determination in each appeal to the Board of Directors.

- e) Rules of Procedure

The Executive Committee shall adopt rules of procedure, not inconsistent with these by-laws which after approval by the Board of Directors shall be followed by the Executive Committee in all appeals.

f) Failure to Hear or Rule on Appeal

Failure to give notice of the time and place of hearing within sixty (60) days after the postmarked date of the mailing of the notice of appeal or failure to rule on any appeal within thirty (30) days after the completion of the hearing, shall constitute an allowance of the appeal, unless either or both requirements are waived by the appellant.

g) Determination of Appeal

In action on any appeal, the Executive Committee may affirm, modify or overrule the decision appealed.

h) Review by the Board of Directors

The determination by the Executive Committee in any appeal shall be final and conclusive, subject to the authority of the Board of Directors in any particular case to modify such determination in favour of the appellant at its next meeting following the determination of the Executive Committee.

i) Status Pending Appeal

No action appealable under Article 11 shall become effective until the completion of appeal proceedings or until the time for taking an appeal has expired without an appeal being taken.

Article 12 - Amendments

Section 12.01 - Approval of Amendments

The By-Laws of the Association may be repealed or amended by By-Law approved, at a meeting of the Board of Directors and sanctioned by a vote of at least two-thirds of the Voting Members present at a meeting duly called for the purpose of considering such by-law.

Section 12.02 - Notice of Proposed Amendments

Notice of any proposed amendments to the By-Laws shall be given in writing and sent to the Secretary not less than 30 days before the Annual Meeting or other Special Meeting of the Association. The Secretary shall, not less than twenty-one (21) days before such meeting, give notice in writing to each voting member of the Association of such proposed amendments.

Section 12.03 - Revocation

These By-Laws and any regulations made pursuant to these By-Laws supersede and revoke any previous By-Laws of the Association, any standing rules, resolutions, motions, agreements or understandings, if any, by and between members of this Association, in effect and inconsistent with these By-Laws, provided however that the incumbent officers, directors and committee members, elected or appointed pursuant to any prior By-Laws of the Association shall continue in office if and as provided hereunder, to implement these By-Laws and regulations until their successors shall have been selected and qualified under these By-Laws.

Article 13 - Dissolution

In the event the Association is dissolved, and after payment of all indebtedness of the Association, the remaining funds, investments, and other assets shall be given to another association or associations with similar objects as the Directors determine.

**ENACTED AS THE BY-LAWS OF THE CANADIAN ASSOCIATION OF NATUROPATHIC DOCTORS/ASSOCIATION
CANADIENNE DES DOCTEURS EN NATUROPATHIE THIS 3rd DAY OF MAY, 2014.**