

**Canadian Council of Herbalist Associations / CCHA**  
**Conseil Canadien des Associations d'herboristes / CCAH**

Constitution

updated and amended August, 2021



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**Canadian Council of Herbalist Associations / CCHA**  
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**1. DEFINITIONS**

- a. “Association” appearing in the constitution and bylaws shall mean the Canadian Council of Herbalist Associations (CCHA).
- b. “General Member(s)”/“General Membership” appearing in the constitution and bylaws shall refer to the provincial or regional herbalist organization(s).
- c. “Bylaws” means the bylaws of the Association as amended from time to time.
- d. “Board of Directors”/“Board” means the Board of Directors of the Association (CCHA).
- e. “Board Member” or “Director” means a representative from the Association's General Membership's professional members who has been nominated by said General Membership and approved by the Board to serve as an Officer of the Association and sit on the Board of Directors.
- f. “Voting members” means the Board of Directors.
- g. “In good standing” means: a member is in compliance with all terms of any undertaking or consent order.
- h. “Herbalist(s)”/“Herbal Practitioner(s)” means a trained practitioner of herbal medicine who meets educational standards & requirements to qualify for professional membership as outlined and required by the provincial organisations.

- i. “Officer” means an individual that has been either: appointed, voted, or contracted by the Board of Directors to perform and carry-out the duties and functions of the Association.
- j. “Subcommittee” means a group of assembled individuals (who may be Board of Directors of the Association, persons from the General Membership organizations, volunteers, or experts in a field of knowledge) consisting of at least one (1) Board Member that addresses and/or contributes to a particular topic, item, function or initiative of the Association, on behalf of the Association, and subject to it's (the Association’s) bylaws, policies and procedures.
- k. “Profession” means the profession of herbal practitioners.
- l. “President” means the president of the Association.
- m. “Resolution” means a resolution which requires approval by a consensus or 2/3 majority of votes of the persons present in person or attending electronically and entitled to vote at a meeting, according to the bylaws as provided below.
- n. “Observer” means a guest to any Board, Subcommittee, extraordinary, or annual general meeting of the Association who shall be subject to an oath of confidentiality as outlined in the bylaws below.
- o. “AGM”/”Annual General Meeting” means the annual meeting of the Board of Directors where records, reports, remuneration and accounts are approved for the year-end, roles and terms of office are determined for the following year's tasks and initiatives are established, and the Annual Summary Report is drafted.
- p. “Annual Summary Report” means the official report of the Association that details the Officer roles, tasks and projects that the Association has completed or contributed to in the previous year, important updates from the provincial General Members as well as the plans and goals of the Association for the following year.
- q. Consensus see page 9 and 39-41, or Part K: Schedule “C”

## **2. FEE DEFINITIONS**

- a. “Annual registration fee” means the annual membership dues required of the General Membership, payable to the Association.
- b. “Payment date” means the date the annual registration fee, costs, and/or any late fee must be paid as prescribed in the bylaws, as set by the Board of Directors, or as agreed in writing.
- c. “Special fee” or “assessment as prescribed by the Board of Directors” means any other fee or debt owing to the Association with respect to any legal costs, disciplinary matters, any legal proceedings or any other fee, special fee or assessment as the Board of Directors may deem necessary.

## **PART A: NAME OF THE ASSOCIATION**

### **3. NAME OF THE ASSOCIATION**

- a. The name of the federally registered not-for-profit association is the Canadian Council of Herbalist Associations (CCHA) / Conseil Canadien de Associations d'Herboristes.
- b. The Association was officially formed in Vancouver, BC. On February 19 & 20<sup>th</sup> 2005 when herbalists from across the country met and agreed upon the need for a cohesive national voice for herbal practitioners.
- c. On January 16, 2006, the Canadian Council of Herbalist Associations / Conseil Canadien de Associations d'Herboristes was incorporated as a national company in Ottawa, Ontario, Canada.
- d. General Membership is comprised of provincial or regional herbalist organizations of herbal practitioners throughout Canada.

## **PART B: PURPOSES OF THE ASSOCIATION**

### **4. MISSION STATEMENT**

- a. The Association unifies, promotes and serves herbal practitioners through active communication with government, the public and between all herbalist organizations in Canada.

### **5. VISION AND MANDATE**

- a. To have herbal practitioners recognized as the experts on herbal medicine in Canada.
- b. To provide national representation of provincial herbalist organizations to the federal governments in discussions of any and all legislation affecting herbal practitioners and legislation of natural health products as it affects herbal practitioners.
- c. To maintain the Association as a non-profit organization that represents its General Membership of various herbal traditions.
- d. To facilitate unity among regional/provincial organizations of herbal practitioners.
- e. To provide a forum to further the practice of herbal medicine by herbal practitioners in Canada.

- f. To guide the General Member organizations in setting standards (education, practice, ethics, etc.) and/or establishing & developing policies and/or procedures.
- g. To respond to the inquiries of academia, media, and agencies with regard to issues pertaining to herbal medicine.
- h. To promote awareness around conservation of medicinal and endangered plants and contribute to their protection through education and awareness.

## **6. CCHA VALUES AND ETHICS**

### **a. Integrity & Trust**

We will:

- i. Meet the highest ethical and professional standards in all of our organizational endeavors and in doing so, we hold ourselves accountable to our mission and to the community.
- ii. Be honest and respectful at all times.
- iii. Be accountable to each other, to the mission, to our supporters, members, partners, and to the community.
- iv. Earn trust by building relationships and following through on our commitments.

### **b. Commitment to Diversity and Inclusivity**

We aim to:

- i. Recognize that herbal medicine is best advanced by the leadership and contributions of people of diverse backgrounds, beliefs and cultures, and of various herbal traditions, just as the natural world is composed of a diverse and rich array of plants & animals.
- ii. Treat people with fairness, honesty, respect and remain open to a variety of viewpoints & diversity of thought.
- iii. Cultivate an organizational environment that encourages each Member to achieve their potential and values the contributions of all.
- iv. Expand and strengthen the geographic and cultural diversity of our Board, volunteers & staff.

### **c. Commitment to Community**

- i. Our strength and vitality lie in working in partnership with our General Members, and their respective memberships.
- ii. We value the collective and collaborative efforts that are so essential to our success. We commit to:

1. Select projects that further the practice of herbal medicine in

Canada.

2. Celebrate individual, team, and project success as the success of all who volunteer within the CCHA.
3. Collaborate with herbal medicine organizations locally and internationally.

**d. Periodic Policy Review**

- i. The Board of Directors intends to develop a process of periodic policy review. This will allow for periodic review of values and ethics statements to ensure that the Association continues to uphold its commitment to these said values. The review shall also assess how well the values have been embraced within the organization and if they need to be clarified for greater effectiveness. If the board deems changes necessary, revisions will be drafted and proposed for review and approval.

**7. UNALTERABLE PROVISIONS**

- a. The Association shall carry out its functions and activities without purpose of gain for its Officers/Directors.
- b. Any profits or other accretions to the Association shall be used in fulfilling and/or promoting its purposes.

**PART C: HEAD OFFICE**

**8. HEAD OFFICE**

- a. The original head office of the Association was in the City of Halifax, in the province of Nova Scotia.
- b. The Association's most current Annual Summary Report shall identify the location of the principal office.
- c. The Association may have other offices, designated by the Board of Directors and operations of the Association may be carried-out throughout Canada and elsewhere.

**PART D: FISCAL YEAR**



## **9. FISCAL YEAR**

Unless otherwise ordered by the Board, the fiscal year end of the Association shall be September 30th.

# **PART E:        CONSENSUS**

## **10. CONSENSUS PROCESS**

- a. Since inception, the Association has operated by consensus. It is at the discretion of each Subcommittee to determine if they operate via consensus or vote (see page 20 & 21, Part K: “Schedule C”).
- b. When decisions cannot be reached by consensus:  
In the circumstances that consensus cannot be reached after three (3) Board meetings then the Board of Directors resorts to voting:
  - i. Each Director who is in good standing, and is present in person, or present electronically at a meeting, is eligible to vote and is entitled to one vote.
  - ii. All voting members must be present from the start of the voting process.
  - iii. The vote is taken and a majority two-thirds (2/3) vote will pass the motion.
- c. Voting must be conducted by either a show of hands, or electronic means.
- d. If the chair of a meeting of the Association believes that it is not possible to determine if the vote was in favour or against the resolution, a recount may be requested.
- e. The chair of a meeting may direct that the vote be conducted by secret ballot if:
  - i. they determine that the subject matter of the vote warrants the use of secret ballots,
  - ii. the result of a vote is not certain, or
  - iii. the voting members wish to proceed by voting via secret ballot.
- f. In case of an equality of votes, the proposed resolution fails and the chair of the meeting does not have a second vote in addition to the vote already cast.
- g. A resolution proposed at a meeting must be seconded; the name of the mover and the seconder is recorded in meeting minutes.
- h. Voting by proxy at meetings is not permitted.

# **PART F:        MEMBERSHIP**

## **11. MEMBERSHIP**

- a. All eligible members (Directors & General Members) will have access to a copy of the Association's Constitution & Bylaws, together with a copy of the Association's Code of Ethics, Scope of Practice & Code of Conduct, and are eligible to receive the Association's Annual Summary Report, use the Association's library, and participate in Subcommittees of the Association.
- b. All members of the Association shall comply with the provisions of these bylaws and amendments thereto and with such regulations as may be made therefrom time to time by the Board of Directors and shall, in all things, endeavour to promote the interests of the said Association and to carry out the objectives for which the Association was incorporated.

## **12. MEMBERSHIP CATEGORIES**

- a. The Association's categories of membership are:
  - i. Board of Directors of the Association
  - ii. General Members: Provincial or regional professional herbalist organizations
- b. The Board of Directors are the only voting members.
- c. General Membership composed of provincial or regional herbalist organizations are non-voting members.
- d. Members of a Subcommittee of the Association are not considered part of the Association's Board of Directors or General Members, although they may be members of a General Member organization of the Association.

## **13. GENERAL MEMBERS OF THE CCHA**

- a. **Conditions of General Membership**
  - i. The Association considers a possible General Member to be a group of professional herbal practitioners of not less than three (3) people.
  - ii. The CCHA Board of directors represents General Members (Provincial organizations) that have adopted the Association's standards & procedures or equivalent documents including:
    1. Code of Ethics
    2. Code of Practice
    3. Scope of Practice
    4. Educational Standards

#### 5. Disciplinary Procedures

- iii. Each General Member, with their provincial filing in good standing may nominate up to two (2) representatives, themselves in good standing, to sit on the Board of Directors, per approval by the current acting Board.
- iv. General Members will be required to pay for travel and/or other costs associated with attending Annual General Meetings or other meetings and are responsible for annual registration fees payable to the Association by a date predetermined by the Association.

#### b. **New Provincial Association(s)**

- i. A newly-formed provincial organization applying for General Membership with the Association shall implement and adopt the Association standards & procedures or equivalent documents, and file all appropriate documents with their respective provincial government within one (1) year from the date of application of membership with the Association. The Board of Directors invite the general members to submit their documents and government filing for review prior to submission to provincial authorities and the Association may recommend amendments or adjustments as they see fit.
- ii. At the discretion of the Board, during this interim year, the representative from a new applicant for General Membership will have contributing Observer status on the Board but not voting status. This representative may sit on Subcommittees of the Association and vote on said Subcommittees.
- iii. In addition, the Association recommends that new provincial General Members adopt a title already in use for professional herbalists as this will provide for a consistent title for practitioner herbalists throughout the country.

#### c. **Removal of General Membership**

- i. The Board of Directors reserves the right to refuse or revoke membership of any provincial General Member.
- ii. Any General Member may be required to resign by a two-thirds (2/3) majority vote by the Board of Directors present.
- iii. A General Member may resign in writing at any time, at which time their Board of director representative(s) cease to vote and attend Board of Directors meetings, but may continue to hold positions and vote within Subcommittees of the Association.

## **14. PROCEDURES FOR NOMINATIONS TO THE BOARD OF DIRECTORS**

### **a. Procedures**

- i. When a vacancy opens on the Board of Directors, the current acting Directors appoint a replacement, nominated from the General Membership, to sit for at least a full two (2) year term.
- ii. After a suitable nomination is proposed by a General Member for consideration, the nominee begins a trial period of three (3) Board of Directors meetings before being officially approved as a Director of the Association.
- iii. When a vacancy for a provincial General Member representative arises, the current provincial Board Member representative is responsible to receive the CV & documents required of the nominee and ensure that they are eligible and agree to abide by the Association's Board governance documents.
- iv. If no current provincial representative exists then the documents regarding the nominee from the General Member will be forwarded to the Association's official email address.

### **b. Eligibility to Serve on the Board of Directors**

- i. A proposed nomination for election to the Board of Directors must include:
  1. Documentation of professional membership of the nominee in the provincial General Member organization;
  2. CV, letter of intent, full disclosure of any conflict of interest;
  3. A declaration in writing that they will observe the mandate of the Association, the bylaws, the Oath of Office (see Schedule "A" & "B"), and the Association's policies & procedures including confidentiality clauses and closed portions of meeting procedures, when required.
- ii. A proposed nominee is eligible to serve on the Board of Directors only if the nominee is:
  1. A registered herbal practitioner/professional herbalist in clinical practice or retired from clinical practice.
  2. A current member in good standing with and entitled to vote in a provincial General Member organization in Canada.
  3. Willing to work collaboratively and by consensus.

4. Prepared to hold office for at least two (2) years.
5. Over the age of nineteen (19).
6. Holding a clean criminal record.
7. Not holding current bankruptcy status.
8. Entitled to legally work in Canada.
9. Has not been removed from the Association or the provincial General Membership organization within the preceding two (2) years.
10. Not currently engaged in any dispute or complaint with the Association or a General Member organization.

**c. Acceptance into Office**

- i. Upon returning a signed confidentiality document, a nominee is invited to become an Observer at Board meetings and begins a three (3) month trial term, as outlined above.
- ii. Proceeding the trial term, the Board of Directors may appoint the nominee to full Board Membership.

## **PART G: BOARD OF DIRECTORS**

### **15. BOARD OF DIRECTORS**

- a. At the first meeting of the Board of Directors, the Directors must pass a resolution by majority two-thirds (2/3) vote to:
  - i. Elect a President from among the elected Board Members, and
  - ii. Elect a Vice-president and a Treasurer from among the elected and appointed Board Members.
  - iii. Additional Officers other than president of the Association shall be appointed by resolution of two-thirds (2/3) majority vote by the Board of Directors.
- b. The Board is composed of a minimum of representation from three (3) provincial General Member organizations.
- c. Officers of the Association shall be appointed by resolution of the Board at the first Board of Directors meeting following any annual general meeting of members.
- d. A quorum of the Board of Directors is a minimum two-thirds (2/3) majority of the board.
- e. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a

Director may be paid reasonable expenses incurred by them in the performance of their duties.

## **16. DISCLOSURE OF INTEREST**

- a. A Director or member of a Subcommittee of the Association shall disclose, in writing or by requesting to have it entered in the minutes of meetings of Directors or Subcommittee, the nature and extent of any interest that the individual has in a material contract or material transaction, whether made or proposed, with the Association, if said individual:
  - i. is a party to the contract or transaction;
  - ii. is a Director or an individual acting in a similar capacity, of a party to the contract or transaction; or
  - iii. has a material interest in a party to the contract or transaction.
- b. It may be requested that this individual disclose conflict of interest items prior to discussion or voting on Board items. This may result in this individual abstaining from voting on certain items.
- c. General Member(s) may examine portions of any minutes of meetings of Directors or of Subcommittees of Directors that relate to disclosure of conflict of interest issues under this section during the Association's usual business hours.

## **17. DIRECTORS CODE OF CONDUCT**

- a. All members of the Board agree during their term as director to:
  - i. Exercise the duties of diligence, loyalty, respect as well as abide by the core values & governing principles of the Association.
  - ii. Respect the confidentiality of Board discussions & deliberations.
  - iii. Abide by all Board policies governing Board Member behavior, practices, decisions & actions, and work towards furthering the functions of the Board.
  - iv. Exercise & discharge the powers & duties of a Director honestly and in good faith.
  - v. Refrain from behavior which undermines the Board's integrity, deliberations & decision making.
  - vi. Honour obligations to attend all Board meetings and where this is not possible, notify the Board of Directors in advance of an inability to attend.
  - vii. Liaise with the provincial General Membership and the Association to ensure clarity of communication including:
    1. general updates,
    2. Annual Summary Reports, and

- 3. Two-way feedback.
- viii. Support the work of the Association by attending events and engaging in public outreach.
- ix. Prepare for the Board meetings, having read the materials relevant to the Board meeting agenda.
- x. Abide by the Board's meeting rules and by the method or process agreed to for conducting Board meetings.
- xi. Assist the Board with its work by volunteering to be a member of at least one Subcommittee during the course of each year of a Director's term of Officer.
- xii. Abide by the Associations' disclosure of interest policies.
- xiii. Remain a professional member in good standing with their relevant provincial organization.
- xiv. Participate and contribute to building and maintaining a strong, healthy, productive & effective functioning Board.
- xv. Use Board agendas and meeting minutes exclusively, to voice any disagreement with Board positions and decisions and not attempt to undermine the Board by using public forums or other vehicles to voice disagreement.
- xvi. Engage in Board meetings with respect, tact and non-violent communication. Everyone's voice and opinion are welcome & valued and in turn we offer non judgment and no personal criticism. The Association holds an environment of respect; putting the Association first before all personal or professional agendas. Nothing spoken or written should be hostile, nor contain a personal attack, and nothing should be taken personally.
- xvii. Avoid communication with any outside party on matters related to management, administration or operations, unless delegated by the President, Executive Director or the Board as a whole.
- xviii. Not use personal influence as a Board Member to obtain employment with the Association for oneself, family members or close colleagues.

## **18. DUTIES OF OFFICERS**

### **a. Director Duties**

- i. Members of the Board of Directors will at all times:
  - 1. Uphold the Oath of Office, Code of Ethics and disclosure of interest policies or procedures which may govern their behaviour & relationships with the Association, staff and/or members of the

public.

2. Follow the bylaws and policies of the Association in fulfilling those duties and objectives including:
  - a. Approving policies and procedures to govern the general administration of the Association or its operations.
  - b. Meetings of the Board of Directors or any Subcommittee.
  - c. Board of Director elections.
  - d. Reimbursement of expenses and honorariums.
  - e. Responses to information requests.
  - f. Review of applications for member registration.
  - g. Complaint investigations, resolutions and disciplinary issues.
  - h. Setting and managing the budget of the Association, including all Subcommittee budgets.
  - i. Review of decisions of the Scope of Practice documents.
  - j. Review recommendations made by Subcommittees.
  - k. Use of signatures to authorize decisions and letters of communication with the General Membership and the public.
  - l. Overseeing the operations of all Subcommittees according to their respective mandates, while the Board of Directors retain final say in decisions.
- ii. Any two offices may be held by the same individual.

**b. President Duties**

- i. The position of President shall be filled by the promotion of the Vice President or at the discretion of the Board of Directors.
- ii. The President will:
  1. Be the chief executive officer of the Association. The President shall oversee the general and active management of the affairs of the Association.
  2. See that all orders and resolutions of the board of directors are carried into effect.
  3. Sign all certificates, and other documents on behalf of the Association as required, unless the Secretary or Treasurer is authorized to do so, and executed on behalf of the Association as required.
  4. Perform such other duties as may be assigned by the Board of Directors; and



5. Speak when necessary on behalf of the Association concerning decisions or policies of the Association, the Board of Directors or a Subcommittee.

**c. Vice President Duties**

- i. The Vice President shall in the absence or disability of the President, perform the duties and exercise the powers of the President and perform such other duties as will from time to time be assigned by the Board of Directors.
- ii. The Vice President will offer support to ensure the Subcommittee activities are completed in a timely manner.
- iii. In the second year of office the Vice President will shadow the President in office for training towards the position of the President.

**d. Treasurer Duties**

- i. The Treasurer shall:
  1. Ensure the safe custody of all funds of the Association and deposit monies, securities and valuable effects in the name and to the credit of the Association in a chartered bank or trust company or in the case of securities, in such registered securities as may be designated by the Board of Directors from time to time.
  2. Keep accurate records of assets, liabilities, receipts of the Association and shall render them to the President when requested.
  3. Render all the transactions and financial statements of the Association to the President and the Directors whenever they may require it, or when requested, disburse the funds of the Association as may be directed by the proper authority by taking proper accounting vouchers, (invoices and receipts) for such disbursements.
  4. While the meeting minutes can be completed by any Board Member; the Treasurer (or Secretary) ensures the faithful filing of the proceedings of all Board of Director meetings, all general, Subcommittee and special meetings, and preserves the meeting records & documents by means of electronic file storage on the Association's official records storage system.
  5. Ensures the safekeeping of all equipment, records, supplies and other property of the Association;
  6. Provide such notices to the Board of Directors as the bylaws may

require; and

7. Perform such other duties as may be assigned by the Board of Directors.
- ii. With the approval of the Board of Directors, the Treasurer may delegate to the Secretary or another employee or contractor of the Association the exercise of any of the responsibilities listed in the above subsection.
- iii. The Treasurer shall be custodian of the seal of the Association, which they shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person(s) as may be named in such resolution.
- iv. The Treasurer shall be responsible for completion of all corporate and government filings required to remain in good standing with respective governing bodies.

**e. Secretary Duties**

- i. The Secretary shall be responsible for running the office of Association, and receive its mail.
- ii. The Secretary shall be responsible for ensuring signing and receipt of Oaths, confidentiality contracts and any additional documentation required by any party regarding all policies, procedures and bylaws of the Association.
- iii. The Secretary shall be responsible for circulating the final version of annual reports to representatives from each provincial General Member organization.
- iv. In the circumstances of a Subcommittee, the Director who is the liaison to that Subcommittee will forward the Subcommittee meeting minutes to the Secretary for filing within seven (7) days of the meeting.

**f. Additional Staff**

- i. The Board reserves the right to employ or contract individuals including an Executive Director, if required, to complete the tasks and duties of the Association.
- ii. All agents of the Association are subject to signing the confidentiality documents, Oaths of Office, procedures and bylaws as set out by the Association.

**19. TERMS OF OFFICE**

**a. Terms of Office**

- i. The Board consists of Directors who have been appointed into office by the existing Board, after receiving nomination from a provincial General Member. The nominee is in good standing with their provincial organization, and has agreed to abide by the standards set out by the Association.
- ii. The terms of office for an appointed Board Member commences after confidentiality documents are signed and upon completion of the three (3) month probation period. Following acceptance by the Board of Directors of the Association, the term of office is held for a minimum of two (2) years until the future Annual General Meeting, when the term is completed.
- iii. A Board Member who has completed a two (2) year term may be invited to remain on the Board at the discretion of the existing Board.
- iv. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is appointed by the Board of Directors.
- v. A departing Board member will complete tasks underway prior to departing and hand over files to their successor within one month of leaving the Board of Directors.

**b. Declining a Proposed Nominee**

- i. To decline a proposed nominee from entering office, the existing Board of Directors call a meeting and a vote is taken. Decisions can be via a Directors meeting or via electronic means – with the outcome entered into the next Board of Directors meeting minutes.

**c. Resignation**

- i. Resignation from the Board requires written notification to the President.

**d. Absenteeism**

- i. Absenteeism at Board of Directors meetings is not endorsed; missing more than three (3) meetings in a year may be grounds for removal from office, at the discretion of the Board, following written notification.

**e. Removal of Director from Office**

- i. The office of a director shall be automatically vacated:
  - a. if at a Board of Directors meeting, a resolution is passed by two-thirds (2/3) of the Board of Directors present at the meeting, that the Officer be removed from office; and
  - b. the immediate removal of the Board Member follows:
    1. if found by a court to be of unsound mind;
    2. if they enter into bankruptcy, suspend payment or compounds with their creditors;
    3. on death,
    4. if they cease to be a member in good standing with their respective provincial General Member organization,
    5. upon breach of their duties as Board Director as stated in the Association's constitution or Oath of Office, or
    6. if they have otherwise engaged in conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
    7. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

## **PART H: MEETING PROCEEDINGS**

### **20. MEETING PROCEEDINGS**

- a. There are various forms of meetings of the Associations including: Annual General Meetings, Board of Director Meetings, Subcommittee Meetings and Extraordinary Meetings.
- b. Except as these bylaws otherwise provide, the most recent edition of Robert's Rules of Order governs the procedures at all meetings of the Association.
- c. The Annual General Meeting of the members or any other meeting shall be held at the head office of the Association or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The Board of Directors may resolve that a particular meeting of members be also held outside of Canada.
- d. Any meeting can be conducted by electronic communication or conference call, or other electronic means provided that the facility permits all participants to

- communicate adequately with each other during the meeting.
- e. Decisions made by the Association to further their work, can be made by email. The Association and all associated Officers acknowledge that urgent matters will be responded to within seven (7) days; and non-urgent matters within thirty (30) days.
  - f. Quorum is documented at the beginning of the meeting, and resolutions and decisions made or voting by electronic means or through a show of hands shall be recorded in the meeting minutes.

## **21. NOTICE OF MEETINGS**

- a. Fourteen (14) days advance written notice is required for General Members entitled to receive notice of the Annual General Meeting. Seven (7) days written notice is required for any Extraordinary meeting of the Association.

## **22. ACCIDENTAL OMISSION OF NOTICE**

- a. The Association will make every attempt to notify members of meetings, whether annual, extraordinary; however should any issue arise where the notice is not received by a person or General Member entitled to receive such notice, then the error or accidental omission to send notice, or the non receipt of notice by a member, does not invalidate any proceedings at that meeting.
- b. Notice of the Annual General Meeting may be given by any means deemed by the Board of Directors to be effective. This may include the use of any printed or electronic means, emails or communication through the Board of Director representatives.
- c. Notice of an Annual General Meeting must specify the place, day, hour of the meeting, agenda and in case of special business, state the purpose of that business, including special resolutions.
- d. Notice of any meeting where special business will be transacted shall contain sufficient information to permit an individual to form a reasoned judgment on the decision to be taken.

## **23. ANNUAL GENERAL MEETING**

- a. An Annual General Meeting will be held at least once in every calendar year and no more than fifteen (15) months after the prior Annual General Meeting and in any event, not later than six (6) months after its preceding financial year end.
- b. The AGM or any other general meeting of the members shall be held any day at the head office of the Association, or at any location in Canada, or elsewhere as the Board of Directors may determine.

- c. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the financial report shall be presented. An auditor may be appointed for the ensuing year, if required.
- d. No business, other than the adjournment or termination of the meeting, may be conducted at Extraordinary, General or Annual General Meetings at a time when a quorum is not in attendance.
- e. If at any time during all and any meetings where there ceases to be a quorum in attendance, business then in progress must be suspended until there is a quorum present. Discussion may continue but no votes held or binding decisions may be made.
- f. In the case of an Annual General Meeting or Extraordinary Meeting:
  - i. If there is no quorum in attendance within thirty (30) minutes from the time fixed for the start of the Annual General Meeting, or
  - ii. If there is no quorum in attendance at any time during the Annual General Meeting; then the meeting must be adjourned and rescheduled to a date determined by the Board of Directors.

#### **24. BOARD OF DIRECTORS MEETINGS**

- a. The Board of Directors will hold regular monthly Board meetings, to a minimum of 10 meetings annually.
- b. A quorum of the Board is a minimum two-thirds (2/3) majority of the existing Board.
- c. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.
- d. Chairing of Board meetings is conducted at the discretion of the Board and historically has been shared amongst Board Members.
- e. The absence of a Board Member at a Board meeting does not invalidate an act or a decision the Board performed or made during that meeting.
- f. If there is no quorum in attendance within thirty (30) minutes from the time fixed for the start of a Board of Director meeting, the chair or vice-chair may adjourn the meeting and fix the place, date and time of the rescheduled meeting.
- g. **Board of Director Consent Resolution in Writing**
  - i. The Board of Directors may approve policies and procedures as necessary to further Board's resolutions by electronic means and the outcome of these decisions are recorded in the next Board meeting.
  - ii. The Board of Directors works through consensus except for decisions

relating to changes to the constitutional bylaws, in which case a vote is taken.

- iii. In the event that consensus cannot be reached after three (3) Board meetings then the Board of Directors resorts to voting:
- iv. A resolution by electronic vote may be passed by two-thirds (2/3) majority vote.
- v. Failure of a director to respond by the date provided implies consent & agreement and does not invalidate the decision made by the due date.
- vi. A report of any resolution passed and approved will be documented, verified and entered into the next meeting minutes of the Board of Directors.

#### **h. Board of Directors Meeting Minutes**

- i. The Association will keep a written record of each meeting of the Board of Directors and any Subcommittee. This written record is referred to as the "minutes" of the meeting. The minutes of meetings should be kept in the Association's minute book (that is, a book or other device electronic or otherwise, wherein the minutes and resolutions of the Association are recorded). The minutes are forwarded to the Secretary for filing by electronic means within seven (7) days from the date of the meeting.
- ii. Minutes of meetings usually include the following information:
  - 1. Where and when the meeting was held
  - 2. Who attended
  - 3. Who chaired
  - 4. The results of any voting in the form of resolutions
  - 5. Resolutions passed are documented in the meeting minutes with the name of proposer and its seconder or a mention of consensus made decisions.
- iii. Upon request, the Board shall make available a copy of the minutes to the General Membership.
- iv. The Board may edit minutes shared with the General Membership to remove information about any matter referred to in the constitution (Part H, 27, i -on closed portions of meetings) and any matter of a confidential nature provided that the reasons for removing that information are noted in the edited minutes.
- v. A detailed summary of Board of Director meetings will periodically be distributed to provincial General Members for member use.

## **25. EXTRAORDINARY MEETINGS**

- a. Extraordinary meetings can be called by the Board of Directors to make decisions concerning special business.
- b. Special business is generally considered to be any business other than ordinary business conducted at Board of Directors meetings.
- c. Members of the Board are required to be in attendance for Extraordinary meetings.
- d. Extraordinary meetings may be held at any time and place to be determined by the Directors, provided that seven (7) days written notice of such meeting shall be given by electronic means, to each individual entitled to receive notice of the meeting.
- e. Decisions to amend business by special resolution in an Extraordinary meeting will be determined by the previously defined consensus policy (Part E, section 10 on CONSENSUS).
- f. In the case of an Extraordinary meeting:
  - i. If there is no quorum in attendance within thirty (30) minutes from the time fixed for the start of the meeting, or
  - ii. If there is no quorum in attendance at any time during the meeting; then the meeting will be adjourned and rescheduled to a date determined by the Board of Directors, and those active registrants in good standing who attend the rescheduled meeting will be deemed to be a quorum for that meeting.

## **26. SUBCOMMITTEES**

- a. Subcommittees are internal working groups which meet outside of the Board of Directors meetings.
- b. The Board retains the right to final decisions on recommendations made by Subcommittees of the Association.
- c. The Board of Directors shall determine the duties of such Subcommittees and may fix, by resolution, any remuneration to be paid.
- d. The Subcommittees will follow the bylaws and policies of the Association in fulfilling those duties and objectives within a timeline set by the Board; and must sign and uphold the Oath of Office, Code of Ethics and conflict of interest policies or procedures that apply to the Association.
- e. The Board of Director acting as liaison for a Subcommittee is responsible to ensure the signing of Oath of Office documents and mandates prior to a new delegate joining the Subcommittee and will oversee the Subcommittee.
- f. No public statements or commentary will be made by members of a Subcommittee about Subcommittee details or the Associations business without prior approval of the Board.



- g. The usual term of a member or chair of a Subcommittee is two (2) years, renewable by the Board of Directors at their discretion.
- h. If members of a Subcommittee are unable to reach agreement on issues under discussion by said Subcommittee, then the subcommittee liaison will be authorized to bring the item to the Board for discussion and recommendations.

**i. Appointment of Subcommittee Delegates**

- i. The Board of Directors may appoint Subcommittees whose members will hold their offices at the will of the Board of Directors and for such duration of time as determined by the Board.
- ii. The Board may appoint a ‘representative’ from the Subcommittee to act as liaison to the Board, who attends all Subcommittee meetings and reports back to the Board of Directors on the progress and agendas of the said Subcommittee.
- iii. If a chair of the Subcommittee resigns or is unable to serve as chair of the Subcommittee, the remaining members of that Subcommittee may appoint an alternate member to serve as chair until the Board names the new chair.
- iv. A member of a Subcommittee may be appointed to more than one Subcommittee.
- v. Members of a Subcommittee may be Board Members, members of the Association's General Member organizations, volunteers, or experts in a particular field, whose approval for involvement in the Subcommittee is determined by the Board of Directors.

**j. Subcommittee Meetings and Duties**

- i. Members of a Subcommittee can decide internally if they work by vote or consensus – if by vote, it is the majority two-thirds (2/3) of voting Subcommittee members, in good standing, present at the meeting. This decision is entered into the first meeting minutes of the Subcommittee.
- ii. In addition to discharging the responsibilities described in the bylaw provisions, each Subcommittee has the following responsibilities and discretion:
  - 1. Each Subcommittee will meet regularly in person, by teleconference or electronically to discharge its responsibilities and authorities.
  - 2. Meeting minutes will be taken at each Subcommittee meeting and forwarded to the Secretary for filing within seven (7) days of the

meeting.

3. A resolution proposed at a Subcommittee meeting must be seconded, and the name of the mover and the seconder is recorded in the minutes.
4. Every member of a Subcommittee is entitled to one (1) vote on an internal recommendation for the purpose of issuing recommendations to the Board for their final decision.
5. In case of an equality of votes, the chair of the Subcommittee shall have the last and deciding vote.
6. Voting by proxy is not permitted at Subcommittee meetings.
7. Subcommittee voting outcomes are used as recommendations issued to the Board of Directors for review.
8. Updates, agendas and outcomes of Subcommittees are reported monthly to the Board of Directors through the respective liaison(s).
9. Preparation and delivery of an annual summary of Subcommittee activities of the past year will be delivered to the Board of Directors, prior to the AGM.
10. Operate within the budget as assigned to that Subcommittee by the Board of Directors, and obtain pre-approval from the Board of Directors for expenses expected to exceed the assigned budget.

**k. Removal of Subcommittee Member**

- i. A member of a subcommittee may be asked to step down for the following reasons:
  1. If the individual is absent from three (3) consecutive meetings of the Subcommittee without reasonable cause.
  2. Failure to abide by Associations policies and bylaws.
  3. If the individual is unable to operate by the majority or consensus position.
  4. If their designated term of office ends.
  5. If the individual formally requests in writing to resign from the Subcommittee for personal reasons.
- ii. If the individual is removed, the reasons for that decision must be set out in the minutes of the Board meeting at which the decision was made.

**27. OBSERVERS AT MEETINGS**

- a. The consent to attend any meeting or any part of a meeting is made at the

discretion of the Board of Directors on a case by case basis.

- b. An observer is professional herbalist designated as a representative of the general membership or a provincial organization that is in the process of working towards full CCHA membership.
- c. Additional attendees, at the discretion of the CCHA may be invited to attend as observers at certain portions of Board of Director meetings and Subcommittee meetings and will not have voting rights.
- d. Observers must first send a letter of “intent to attend” a Board of Directors meeting or Subcommittee meeting at least one (1) month in advance of attending any meeting.
- e. Observers will also sign and return confidentiality documents twenty (20) days prior to the meeting, prior to the Board’s approval of permitted attendance. The confidentiality document will be filed by the Secretary.
- f. The acting liaison between the observer and the Association Subcommittee will be responsible for communicating protocol, providing & obtaining a signed copy of confidentiality documents, and coordinating the responses from the Board of Director to the individual requesting attendance as an Observer.
- g. The Board of Directors or chair of a Subcommittee will respond to the observer request within two (2) weeks and reserves the right (without prejudice) to admit or decline Observer status.
- h. Observers may be asked to leave the room (without prejudice) at any time during the meeting due to discussion of sensitive matters or at the discretion of the Board.
- i. Observers are not permitted to record any Association meeting or part thereof, or discuss meeting agenda items or deliberations with the public or any party that has not been pre-authorized by the Board of Directors.
- j. Any and all persons attending or participating in a meeting must act with respect and reasonable decorum, and accept the rulings of the meeting.
- k. **Closed Portions of Meetings**
  - i. The Board of Directors may close portions of a meeting or call a separate closed meeting for discussion of any of the following:
    1. Financial, personal or other sensitive matters of such a nature where maintenance of privacy outweighs the benefit of an Observer attending;
    2. Information concerning a persons involved in a criminal, other judicial or administrative proceeding, which may be prejudicial if disclosed;

3. Personnel matters, including hiring or terminating employment, or approving, amending or terminating a service contract;
  4. The acquisition or disposal of property;
  5. Information that the Association deems is required to maintain confidentiality under the Freedom of Information and Protection of Privacy Act or through the Association's confidentiality documents.
  6. Instructions to, or opinions from legal counsel to the Association, the Board of Directors, a Subcommittee or a panel;
  7. Matters pertaining to confidentiality contracts signed for matters, conducting Subcommittee work, or items where the disclosure of information may prejudice the interests of any persons involved in a proceeding including:
    - a. Disciplinary proceedings;
    - b. Information that the Association is otherwise required by law to keep confidential.
- ii. If the board excludes any observers or persons from a part of a Board or Subcommittee meeting it must have its reasons for doing so noted in the minutes of the meeting.
  - iii. If an excluded person refuses to leave a meeting, the chair may adjourn the meeting and reschedule it to a date, time and location to be disclosed only to members of the Board of Directors and invited guests.
  - iv. All matters brought before the Board of Directors during a closed meeting remain confidential, unless the Board subsequently approves a resolution to discuss or decide the matters in an open portion of a meeting.

## **PART I: COMMUNICATIONS WITH GENERAL MEMBERSHIP AND THE PUBLIC**

### **28. EXTERNAL COMMUNICATIONS**

- a. All official communications from the Board of Directors shall not be amended, edited or altered without the approval from the Board of Directors.
- b. No official communication document is to be published without approval by the Board of Directors.
- c. **Speaking on behalf of the Association**

- i. Only the President, Vice President or another person authorized by the Board of Directors may speak publicly on behalf of the Association concerning decisions, policies, initiatives, efforts and all matters of the Association, the Board of Directors or a Subcommittee of the Association.
- ii. A Board Member and/ or Subcommittee members must not state publicly or otherwise imply that they speak on behalf of the Association or Board thereof unless the individual has been expressly authorized by the Board to state an official position of the Association.

## **29. MEDIA RELATIONS**

- a. Media correspondence will be referred to the media relations Subcommittee or the President and/or the Vice President.
- b. To ensure accurate history and filing, all official communications of the Association are to be conducted through the official Association email account, with the exception of social media, digital publication of official statements on the Association's website and communications to the General Membership (which are to be delivered through respective Board Members).
- c. The Board of Directors minutes are not for publication. A detailed summary of Board meetings will periodically be distributed to General Members for member use. A synopsis/summary of Board of Directors meetings will be created for publication purposes as needed, i.e. press releases, journals, newsletters, NHPD, etc.

## **30. ENDORISING A PRODUCT OR SERVICE**

- a. Directors and members of Subcommittees of the Association must not represent the Association claiming to endorse the advertisement of any property, product, investment or service for sale to the public unless prior approval is obtained in writing from the Board of Directors.

## **31. REQUEST FROM GENERAL MEMBERSHIP**

- a. Normal communication to the Association and it's Board of Directors should occur through the provincial Board Member representative(s); however there may be occasions when requests are made through other means.
- b. Any General Members in good standing may deliver a written notice to the Board at least thirty (30) days prior to the date of an Annual General Meeting requesting discussion of a topic.
- c. The Association is not required to discuss such topic(s) if:

- i. The proposal is not submitted to the Association within the prescribed period;
- ii. It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Association or its Directors, Officers, General members or debt obligation holders;
- iii. It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Association;
- iv. If the same proposal was submitted to the Board of Directors and was rejected a maximum of three (3) times within one (1) year.

### **32. COMPLAINT RESOLUTION PROCESS**

- a. Any grievance processes against the Association or its members will be managed in accordance with the complaint resolution procedures as determined by the Board.

## **PART J: ADMINISTRATION, FINANCES, LEGAL AND FILING**

### **33. FILING**

- a. For the purposes of this section “Annual Summary Report” means a report in writing that contains the following information:
  - i. A report from the President;
  - ii. A report from the Vice President and Board of Directors
  - iii. A report from the Treasurer;
  - iv. A report from the chair of each Subcommittee when so directed by the Board of Directors; and
  - v. The Association’s financial statement for the immediate past year.
- b. The Association must:
  - i. Make its Annual Summary Report available electronically, to General Members.
  - ii. Provide a hard copy of said report for a fee of \$ 25 plus shipping, upon request from General Members.

### **34. BOOKS AND RECORDS**

- a. The Directors shall see that all necessary books and records of the Association

required by the bylaws of the Association or by any applicable statute or law are regularly and properly kept.

**35. SEAL**

- a. The seal of the Association, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officers appointed by resolution of the Board of Directors.
- b. The Treasurer of the Association or other such persons as agreed by the Board of Directors shall have the custody of the seal of the Association and shall be used only under the authority of a motion made by the Board of Directors.

**36. EXECUTION OF DOCUMENTS**

- a. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) authorized Officers and all contracts or documents so signed shall be binding upon the Association without any further authorization or formality.
- b. The Directors shall have power, from time to time, by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

**37. LEGAL COUNSEL**

- a. The Board of Directors may consult or retain legal counsel for the purpose of advising the Association, a Subcommittee or panel on any matter, and assisting the Board, Subcommittee, panel, or any Officer, employee or agent of the Association in exercising any power or performing any duty under the bylaws.

**38. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- a. No Director, Officer or Subcommittee members of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer.
- b. Every Director of the Association and their heirs, executors and administrators and estate and effects, shall be indemnified and saved harmless out of the funds of the Association, from and against:
  - i. All costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought against them, or in any respect of any act or deed, in or about the execution of the duties of their office or in respect of any such liability.

- ii. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

### **39. FINANCES**

#### **a. Banking**

- i. The Board of Directors will establish and maintain such accounts with a chartered bank, trust company or credit union as the board determines necessary.

#### **b. Signing Authority**

- i. Subject to such further policies and procedures as the Board of Directors may approve by resolution, the Board may authorize any of the following to be the signing Officers for the Association for such matters as signing cheques:
  - 1. The President;
  - 2. The Vice President;
  - 3. The Treasurer;
  - 4. Any other Board of Director named by the Board.
- ii. All cheques and other financial instruments of the Association require signatures from two (2) signing officers of the Association.
- iii. Notwithstanding subsections i. and ii. at any time the Board of Directors may, by resolution, prescribe a monetary limit over which at least one (1) of the two (2) signatories must consult the Board of Directors.

#### **c. Financial Authority**

- i. The Board of Directors may conduct fundraising activities in the name of the Association, in any manner determined by the Board, in order to carry out the purposes of the Association.
- ii. The Association may not enter into debt.
- iii. The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees.
- iv. The Board of Directors shall take such steps as they may deem required to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind



whatsoever, which are to be used for the purpose of furthering the objectives of the Association.

- v. The Board may invest funds of the Association, in the name of the Association, in investments and may change those investments as seen fit.
- vi. A Subcommittee must submit payments for approval by the Board, with a cap on spending as determined at the discretion of the Board of Directors.

**d. Financial Statement**

- i. The Board of Directors shall, prior to each Annual General Meeting, appoint an individual to complete and prepare the annual financial statements of the Association for report to the General Members at the upcoming Annual General Meeting. The remuneration of the auditor, if any, shall be fixed by the Board of Directors.

**e. Insurance**

- i. The Board of Directors may, in future, require the Association to maintain liability insurance in such form and amounts and on such terms and conditions as the Board of Directors deems necessary for the effective and prudent management of the Association.

**f. Benevolent and Scholarship Funds**

- i. The Board of Directors may establish a benevolent, bursary, scholarship or other Association fund for such purposes and on such terms and conditions as the board may determine are appropriate and necessary in the circumstances.

**g. Fees and Assessments**

- i. Association Funding:
  - 1. Upon payment of the annual membership fee determined by the Board of Directors, the provincial General Member organization is entitled to hold up to two (2) Board positions on the Association's Board of Directors.
  - 2. A single flat fee will be requested annually from the General Member organizations, at the discretion of the Board of Directors.
  - 3. A General Member organization with less than twenty-five (25) registered professional members or incepted within the previous

two (2) years may apply for a reduction in the Association's annual registration fee.

4. Despite any other provision of these bylaws, the Board may waive, reduce or reimburse any fee that is paid or would otherwise be payable under these bylaws if, in the opinion of the Board, undue hardship or other special circumstances exist in relation to the General Member that warrant waiver, reduction or reimbursement.
5. Annual registration fees are due on January 31 of each year. Fees are invoiced when submitting the Association's Annual Summary Report of each year.

**h. Special Fees**

- i. A registration reinstatement of 25% of the amount of the annual registration fee for a General Member may be requested upon renewing an expired membership – valid after six (6) months of expiration.
- ii. By special resolution, the Board of Directors may approve a special fee in extraordinary circumstances if the Board determines that the Association has insufficient funds to:
  1. Enable it to properly discharge its inquiry or disciplinary functions, or
  2. Enable it to make a commitment for, or to pay any amount required for, an extraordinary expenditure that:
    - a. was not included in the annual budget for the fiscal year, and
    - b. could not have been reasonably contemplated when the annual budget was prepared.
- iii. General Members must pay any special fees on or before the date established by the Board of Directors of the Association.

**40. EXPENSES AND HONORARIUMS**

**a. Board Member Remuneration**

- i. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by said individual in the performance of their duties.
- ii. A Board Member is entitled to be reimbursed by the Association for reasonable expenses necessarily incurred in connection with the activities of the Board, in accordance with the policy established by the Board of Directors.

- iii. Remuneration for all Officers, agents and employees and members of Subcommittees shall be fixed by the Board of Directors by resolution and they are entitled to be reimbursed for reasonable expenses in accordance with the Association's approved policies and procedures.
- iv. At no point will the Association go into debt to pay for remuneration.

**b. Subcommittee Remuneration**

- i. A Subcommittee member is entitled to be reimbursed by the Association for reasonable expenses necessarily incurred in connection with the activities of the committee, in accordance with the policy established by the board.
- ii. At no point will the association go into debt to pay for remuneration.

**41. CONSENT RESOLUTION IN WRITING**

- a. A resolution is a motion or proposal brought to the Board of Directors or the Associations Subcommittee.
- b. A "resolution" means a resolution or motion which requires approval by a consensus or two-thirds (2/3) majority vote of the persons present in person or attending electronically and entitled to vote at a meeting, according to the bylaws.
- c. Subcommittees can determine if they work by consensus or by vote and take their recommendations to the Board of Directors for the final approval.
- d. The Board of Directors work by consensus, except for resolutions relating changes to the constitution bylaws, in which case a vote is taken.
- e. Consent resolution in writing is required for all binding decisions. All decisions must be recorded in the minutes with a mover and seconder.

**42. AMENDMENT OF BYLAWS**

- a. At any Annual General Meeting or Extraordinary Meeting of the Association, any of its bylaws including (but not limited to Constitutional Bylaws, Code of Conduct, Scope of Practice, Educational Standards) may be amended or repealed and new bylaws may be enacted, provided that due notice thereof has been provided to the General Membership in advance notice of the meeting.
- b. Constitution Bylaws of the Association shall only be amended or repealed upon a two-thirds (2/3) affirmative vote of the members in good standing, and present in person or electronically at the meeting.
- c. A Director of the Association is eligible to vote for a bylaw change at an Extraordinary or Annual General Meeting if that Director is in good standing,

- entitled to vote and is present at the start and throughout the bylaw voting process.
- d. An electronic or other technical failure that prevents a person from participating in or voting at a meeting does not invalidate anything done or discussed at the meeting. As long as a quorum is present, the meeting may continue if the voting members present pass a resolution to that effect.

e. **Bylaw Voting Process**

Voting on changes to bylaws take place according to the following schedule and rules:

- i. A special meeting is called for the purpose of bylaw change or notification of specific bylaw sections to be changed at an upcoming Annual General Meeting or Extraordinary Meeting.
- ii. Prior to the Board of Directors passing a bylaw change, the Board will notify the board of the provincial General Member organisations of the proposed bylaw change and will circulate draft documents for review.
- iii. The board of the provincial General Member organization has one (1) month to review and submit feedback of the draft documents of the proposed bylaw change.
- iv. The Board of Directors may conduct a bylaw vote by electronic means in keeping with the intention of the bylaw approval process.
- v. Non-receipt of those materials by any member of the board of the provincial General Membership or accidental omission to distribute the material referred to in subsection (i) does not invalidate a bylaw change vote.
- vi. The final vote is then done through the Board of Directors representing the interests of the provincial General Member organizations.
- vii. The Association may change its bylaws by special resolution and the said resolution is effective on a later date: Either the date which the amendment is filed with the government registry/ Ministry of Industry, when referring to constitutional changes, or a the future date when the change is recorded in meeting minutes and filed by the secretary (for changes relating to internal documents such as Code of Conduct, Scope of Practice, Educational Standards).
- viii. Within twelve (12) months of the confirmation of bylaw changes; a copy of the amended constitution bylaws must be sent to the Ministry of Industry. No name change or changes to the constitution bylaws take effect until filed and approved by the government registry/ Ministry of Industry.

#### **43. DISSOLUTION OF THE ASSOCIATION**

- a. In the event of liquidation or dissolution of the Association, all its remaining assets after payment of its liabilities shall be distributed amongst the General Membership at a pro-rated rate.

## **PART K: SCHEDULES**

#### **44. SCHEDULE “A” – Oath of Office of the CCHA**

The Board of Directors may produce the following Oath of Office on a certificate:

##### **1. Oath of Office of the CCHA**

I hereby swear or solemnly affirm that:

- I will abide by the CCHA regulations, bylaws and procedures related within the constitution.
- I will faithfully execute the duties of my position as a member of the Board of Directors of the Association to the best of my ability.
- I will act in accordance with the law and the public trust placed in me.
- I will act in the interests of the Association as a whole.
- While upholding the duties and objectives of the Association, I will ensure that I am guided by the best interests of herbal practitioners in the performance of my duties.
- I have a duty to act honestly and respectfully, and will do so.
- I will declare any private interests relating to my duties and take steps to resolve any conflicts arising in a way that protects the interests of the Association.
- I will not state publicly or otherwise imply that I speak on behalf of the Association or Board. Official communications are done by the Board of Directors or those who are directed in writing to do so.

• I will not publicly denigrate any other individual, whether a member of the CCHA provincial associations or not, and I shall refrain from any acts or statements that may bring the CCHA or the herbal profession into disrepute.

• I will ensure that other memberships, directorships, voluntary or paid positions or affiliations remain distinct from work undertaken in the course of performing my duty as a member of the Board of Directors of the Association.

Signature of Witness \_\_\_\_\_

Printed Name of Witness \_\_\_\_\_

Signature of Board of Directors Member \_\_\_\_\_

Printed Name of Board of Directors Member \_\_\_\_\_

Date signed \_\_\_\_\_

**45. SCHEDULE “B” – Oath of SubCommittee of the CCHA**

The Board of Directors may produce the following Oath of Office on a certificate for various Subcommittees. It is understood that the Subcommittee brings recommendations to the Board for the final decision of the Board of Directors and does not communicate directly with the public unless appointed to do so in writing by the Board:

**Schedule “B” – Oath of SubCommittee of the CCHA**

I hereby swear or solemnly affirm that:

• I will abide by the CCHA regulations, bylaws and procedures related within the constitution.

• I will faithfully execute the duties of my position as a member of the \_\_\_\_\_ subcommittee of the Association to the best of my ability.

- I will act in accordance with the law and the public trust placed in me.
- I will act in the interests of the Association as a whole.
- While upholding the duties and objects of the Association, I will ensure that I am guided by the best interests of herbal practitioners in the performance of my duties.
- I will not state publicly or otherwise imply that I speak on behalf of the Association or Board. Official communications are done by the Board of Directors or those who are directed in writing to do so.
- I will not publicly denigrate any other individual, whether a member of the CCHA provincial associations or not, and I shall refrain from any acts or statements that may bring the CCHA or the herbal profession into disrepute.
- I have a duty to act honestly and respectfully, and will do so.
- I will declare any private interests relating to my duties and take steps to resolve any conflicts arising in a way that protects the interests of the Association.
- I will ensure that other memberships, directorships, voluntary or paid positions or affiliations remain distinct from work undertaken in the course of performing my duty as a member of the \_\_\_\_\_ subcommittee of the Association.

Signature of Witness \_\_\_\_\_

Printed Name of Witness \_\_\_\_\_

Signature of Board of Directors Member \_\_\_\_\_

Printed Name of Board of Directors Member \_\_\_\_\_

Date signed \_\_\_\_\_

#### **46. SCHEDULE “C”: CCHA Consensus Definition Reference Document:**

The Board of Directors may produce the following reference document to its Directors, Officers, staff, and members of Subcommittees, for clarity around the consensus process.

#### **CCHA Consensus Definition Reference Document:**

Consensus decision-making is group decision-making processes in which participants develop and decide on proposals with the aim of acceptance by all. Consensus building is a value-added empowerment to create a better future together.

#### **CCHA Definition of *consensus decision-making*:**

*Consensus is a cooperative process in which all group members develop and agree to support a decision in the best interest of the whole. In consensus, the input of every participant is carefully considered and there is a good faith effort to address all legitimate concerns.* (Dressler, 2006)

Arietta and Wallace (2000) define consensus as "a journey and a destination." As a process, consensus is the means by which groups can productively resolve issues, make choices or develop strategies. As a product, consensus represents a resolution—a decision that satisfies all participants.

Consensus as a process guides members through a journey of discussion to identify issues, clarify questions and establish all decision making criteria and concerns which ends with a final group decision.

#### **CCHA Consensus Outline:**

1. An idea is presented
2. Pros and cons are discussed
3. As a result of discussion, the more input the better, ideas are often modified.
4. Once a general agreement emerges the motion is brought forward for consensus by restating the latest version of the idea or proposal of confirmation that everyone agrees.
5. If anyone dissents, there is a return back to discussion to modify the idea further to make it acceptable to everyone.

Facilitators employ a number of strategies within the consensus process:

- Gaining buy-in from all members about the purpose or goal of the session
- Ensuring that every idea is acknowledged in writing and honored
- Linking thoughts together so that people can formulate a common idea
- Creating areas of shared understanding



- Naming categories of related ideas

After listening to all perspectives, participants form a proposal that honours the wisdom of the group. When people think and talk together, they can find a solution or proposal to move forward as a group.

A consensus decision does not mean that everyone agrees on all the details or that some have changed their ideas or perspectives. Ideally, a consensus decision reflects mutual understanding, agreement to support a decision and commitment to take action steps for the benefit of the group.

There are options within consensus for agreement, to abstain from a proposal, or to disagree (in this case, to vote against) a proposal. It is essential that the individuals keep in mind the best interests of the association and abstain from personal opinion or personal preference.

Voting against a proposal or decision may be appropriate if a Director feels that a proposal or decision in some way contravenes the Mission Statement, Vision and Mandate, Values and Ethics, or professional standards of the CCHA, or the provincial or regional organization that the director represents. If a director votes against a proposal then it is encouraged that the director proposes an alternative possibility for discussion to ensure that the CCHA continues to move forward in decision making and to prevent a cessation of communication.

**Benefits of consensus decision-making:**

- Inclusive participation engages and empowers the group
- Requires a commitment to work together and increases cooperation
- Creates shared understanding through discussion that bridges differences
- Equalizes the distribution of power in a group
- Can create better decisions that are more representative of the larger community
- Creates more ownership and commitment
- Results in more effective implementation because the entire group takes action on the project or plan

Choose consensus when ...	Choose alternatives when...
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<ul style="list-style-type: none"><li>◦ There are many stakeholders and perspectives for a complex problem.</li><li>◦ People are willing to participate.</li><li>◦ The group has authority to make decisions and will be affected by them.</li><li>◦ Creative solutions are needed.</li><li>◦ You need everyone involved to be committed to the decision or plan.</li></ul>	<ul style="list-style-type: none"><li>◦ There is no common goal or purpose.</li><li>◦ There is an unwillingness to participate or cooperate.</li><li>◦ Group has low trust or a lack of commitment.</li><li>◦ Time is limited or there is an emergency.</li><li>◦ Needed information is not available.</li><li>◦ People are polarized on issues or values.</li><li>◦ The problem has a clear solution.</li></ul>
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