

**BY- LAW NO. 1**

**OF**

**INTERNATIONAL ORGANIZATION OF NUTRITIONAL  
CONSULTANTS**

**GENERAL OPERATING BY- LAW**

**2006**

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**By-laws  
Of  
International Organization of Nutritional Consultants Inc.  
(Hereinafter called the Corporation)**

**BY-LAW No. 1**

**WHEREAS** the objects for which the Corporation is incorporated are as set out in the Corporation's letters patent;

**NOW THEREFORE** be it enacted and it is hereby enacted that all By-laws of the Corporation heretofore enacted be cancelled and revoked and that the following By-law No. 1 be substituted in lieu thereof.

1. **DEFINITIONS AND INTERPRETATION**

1.1 **Definitions**

In this By-law, the following words and phrases shall have the following meanings, respectively:

- (a) "Address" includes postal address, e-mail address, or fax number.
- (b) "Associate Member" is a member of the IONC who does not possess the professional designation of Registered Nutritional Consulting Practitioner. An Associate Member has no voting rights in the Corporation.
- (c) "Board" refers to the Board of Directors of the International Organization of Nutritional Consultants Corporation.
- (d) "Collective Meeting" is a meeting at which either the physical or electronic presence of members occurs such that interactive discussion can take place amongst those present.
- (e) "Conveners" refers to those charged with the organization of an annual or general meeting, such persons either being members of the Board of Directors, or designated as conveners by the Board.
- (f) "Discipline Procedures Guideline" refers to a set of guidelines developed by the Board of Directors of the IONC that sets out actionable disciplinary matters and the sanctions attached to those matters.

- (g) “Director” is a member of the Board of Directors.
- (h) “Electronic means” refers to communication by using electronic technology such as facsimile, e-mail(ie. newsletter), internet website, or any other electronic means.
- (i) “Expenditure Guidelines” refers to the annual, detailed budget of the Corporation.
- (j) “Head Office” refers to the Corporate head office as listed in the Letters Patent, or Supplementary Letters Patent, for the Corporation.
- (k) “Interim Director” refers to Directors appointed by the Board due to the number of directors falling below five (5).
- (l) “Member” refers to either a Professional Member or an Associate Member.
- (m) “Nominating Committee” is made up of members of the Board. They are appointed by the Board to assess what skill sets are required on the board and recruit people with these skills. The Nominating Committee present their nominees to the Board of Directors for approval. The approved nominated candidates will stand for election.
- (n) “Professional Member” is a member of the IONC who possesses a valid Registered Nutritional Consulting Practitioner designation. A Professional Member has voting rights in the Corporation.
- (o) “Proxy voting” in the context of an electronic voting session refers to the casting of one’s vote by electronic means regarding issues contained in the agenda for either an annual or general meeting for which electronic voting has been approved by the Board of Directors.
- (p) “Special Resolution” is a special vote, with quorum, in which a 2/3 majority is required before the resolution is passed.

## **1.2 Interpretation**

This By-law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) All terms which are contained in the By-laws of the Corporation and which are defined in the Act or the regulations made there under, shall have the meanings given to terms in the respective Act or the

regulations there under;

- (b) The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated organization or entity;
- (c) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and,
- (d) Any references herein to any law, by-laws, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

## 2. **SEAL**

### 2.1 **Seal**

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation, or the Secretary’s designate, for its use and safe keeping.

## 3. **DIRECTORS**

### 3.1 **Number**

- (a) The Board shall consist of between five (5) and nine (9) Professional Members and shall be composed of no fewer than five and no more than nine Professional Members at any time. A Board consisting of nine (9) Directors is considered a full board, the optimal and most desirable number of members, maintenance of which shall be a goal of the Corporation.
- (b) No more than six (6) Directors may be elected from any one province unless no other nominations are received.

### 3.2 **Qualifications**

- (a) Every Director shall:
  - (i) be eighteen (18) or more years of age;
  - (ii) be a voting member in good standing of the Corporation, or shall become a voting member in good standing in the Corporation within ten (10) days after his or her election as a Director and remain a qualified voting member throughout his or her tenure as a Director; or,
  - (iii) not be an undischarged bankrupt; and,
  - (iv) not be a mentally incompetent person.
  
- (b) Every Director shall be a Professional Member or, within ten (10) days after election, become a Professional Member of the Corporation.
  
- (c) No director may be elected unless nominated by the Nominating Committee and approved by the Board of Directors to stand for election. The Nominating Committee shall notify the membership of vacancies within the Board of Directors using electronic technology such as facsimile, e-mail (ie. newsletter), internet website, or any other electronic means.
  
- (d) No person may be elected a Director for a period different from three (3) years and may not be re-elected before one (1) year has elapsed between the end of a three-year tenure as a Director and the next nomination for office, at which time the same person can be re-elected as a Director for another three (3) year term. The only exception to the general rule is as defined below in section 3.3 (g).
  
- (e) It is possible, under unusual circumstances and by special resolution of the Board, that a person be named an Honorary Member of the IONC and be appointed to the Board of Directors. Such person will be selected based on unusual professional skills, experience and competence in an area or areas that would improve the functioning of the Board and the IONC more generally.
  
- (f) It is possible when the number of Directors falls below five (5), by special resolution of the Board, that a person be named an Interim Director and be appointed to the Board of Directors. An Interim Director shall hold office until the next annual election, at which time they will be eligible to stand for election.

### **3.3 Election and Term of Office**

- (a) At the first annual meeting of the Corporation following the enactment of this By-law (unless there are not 9 directors)
  - (i) three (3) Directors shall be elected for a three-year term;
  - (ii) three (3) Directors shall be elected for a two-year term; and,
  - (iii) three (3) Directors shall be elected for a one-year term

In this special circumstance, it is permissible for existing Directors to nominate themselves for any one of these three offices.

Thereafter, the expired terms shall be filled for three-year terms

- (b) Directors shall be elected annually on a rotating basis with three Directors elected each year.
- (c) The term of office for each elected Director shall be for a period of three (3) years, after which that Director is ineligible to become re-elected for a period of one (1) year, subject to 3.3(h).
- (d) Notification for the annual election of Directors shall be provided through a newsletter or other IONC publication, by special letter, by telephone, electronic means or any combination of these three methods of notice, and contain information about the date by which submissions for election can be made and the date of the election.
- (e) Submission for election is open to any qualified Professional Member of the Corporation. A resume that includes, in a format no longer than 400 words, the qualifications and any other criteria that the Professional Member wants to be made known to the Nominating Committee in his or her attempt to be elected to the Board of Directors. The Nominating Committee presents their nominees to the Board of Directors for approval. The approved nominated candidates stand for election.
- (f) All members of the Board of Directors shall be elected by the Professional Members of the Corporation by ballot which shall be supplied by the Corporation and returned to the Corporation by postal service or by e-mail within a prescribed time frame as stated in the newsletter publication, by special letter, by telephone or any

combination of these three methods of notice. Voting will normally take place by electronic means.

- (g) From time to time in the event of any vacancy among the Directors elected by the members at large, such vacancy may, as long as there is a quorum of Directors then in office, be filled by the remaining Directors if they see fit to do so; otherwise, any such vacancy will be considered open to the election of the Director under a special vote using the same procedures as described for election for the annual vote for Directors.
- (h) Any person elected under subsection 3.3 (g) shall remain in office until the time of expiration of the office held by the party whose office is being filled. Any person elected under subsection 3.3 (g) whose remaining tenure is less than eighteen (18) months may be re-elected immediately following the end of that tenure.

#### **3.4 Removal of Directors**

- (a) A Director may be removed from office with or without cause by a majority vote of the Board of Directors.
- (b) Any Director who fails to make him or herself available for meetings of the Board either physically or by electronic means, on three consecutive occasions, shall be subject to review and may be removed from office according to article 3.4(a).
- (c) In event of the removal of a Director from office for reason contained in either 3.4(a) or (b), the Director so removed shall be replaced by procedures described in 3.3(e) and (f), or, in 3.3(g) and (h).

#### **3.5 Remuneration for Directors**

- (a) A Director of the Corporation shall receive reasonable compensation for expenses incurred by the Director in the course of the performance of his or her duty as a Director of the Corporation.
- (b) A Director of the Corporation shall not be paid remuneration for work done in his or her capacity of Director excepting reasonable compensation for expenses incurred in the course of duties as a director.

#### **3.6 Confidentiality**

- (a) Every Director or Officer of the Corporation shall maintain the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of any disciplinary matter or membership issue of a member of the Corporation.
- (b) Failure of a Director or Officer of the Corporation to maintain the confidentiality of matters brought before the Board or a committee, when such confidentiality ought reasonably to be known to be maintained, can result in the dismissal of the Director or Officer who breached the confidentiality reasonably expected. This confidentiality remains in effect when the director is no longer a member of the Board of Directors and Officers.

### **3.7 Indemnification of Directors, Officers and Members**

- (a) Every member, Director or Officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
  - (i) All costs, charges and expenses whatsoever which such member, Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the person, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and,
  - (ii) All other costs, charges and expenses that the person sustains or incurs in or about or in relation to the affairs thereof, *except* such costs, charges or expenses as are occasioned by the person's own willful neglect or default.
  - (iii) No member, Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other member, Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or on behalf of the Corporation, be it real, personal or intellectual property, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the corporation shall be placed out or

invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys' securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such member's, Director's or Officer's respective office or trust or in relation thereto *unless* the same shall happen by or through such member's, Director's or Officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

- (iv) The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

### **3.8 Conflict of Interest**

- (a) Every Director is a fiduciary of the Corporation. As such, every Director has a duty to the Corporation and its members that is above his or her own personal interests. A Director must act honestly and in good faith with the best interests of the Corporation in mind when exercising powers and discharging duties.
- (b) No Director may use his or her position on the Board to advance his or her own pecuniary interest, nor use the position to advance the pecuniary interest of any relative, closely held corporation or personal friend or any other non-arms length person.
- (c) Owners, teachers, current students or representatives of educational facilities or professional supplement companies, whose diploma is accepted as the educational prerequisite for the RNCP designation shall not be eligible for election to the Board of Directors or serve in any capacity as an Officer of the Corporation while in any of these capacities.
- (d) Every Director who, either directly or through one of his Associates, has or thinks he may potentially have a Conflict of Interest with respect to a current or proposed contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of

the Conflict of Interest at a meeting of the Board at which such conflict becomes known to the Board member.

- (e) If a conflict of interest relating to either pecuniary or non-pecuniary matters should have been raised by a Board member against him or her self for discussion by the Board, but he or she did not raise it for discussion by the Board, then other members of the Board may declare the issue a potential conflict of interest and proceed with a discussion about the potential conflict as described in 3.8 (f) through (i).
- (f) After a declaration of a potential Conflict of Interest is made, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in the required quorum with respect to the vote.
- (g) The Board itself shall make, with the above principles in mind, the decision about the existence of a Conflict of Interest for a Board member.
- (h)
  - (i) If the Board finds that the Board member **is** in Conflict of Interest then that decision shall be recorded in the minutes by the Board including the reasons for the decision, the names of those who voted in the matter and the way in which each voted.
  - (ii) If the Board finds that the Board member is **not** in Conflict of Interest that decision shall be recorded in the minutes by the Board including the reasons for the decision, the names of those who voted in the matter and the way in which each voted.
- (i) If a Director fails to make a Declaration of his Conflict of Interest in a contract, transaction, matter or decision, as required by this By-law, the failure may be considered grounds for the termination by the Board of his or her position as a Director of the Corporation.

#### **4.0 MEETINGS OF DIRECTORS**

##### **4.1 Place of Meeting and Notice**

- (a) Given that the professional membership of IONC is a geographically distributed group, and Directors may come from any geographic

location in which the membership is situated, meetings among Directors may be arranged using teleconference calls, fax, e-mail or other electronic means, or by whichever means is determined to be the most practical and efficient.

- (b) The Board of Directors shall conduct at least one collective meeting annually, which can be undertaken by electronic means or by physical meeting at a specified location, whichever means is practicable with regard to the monetary cost of such a meeting.
- (c) An agenda for each meeting shall be provided by the President of the Board of Directors to all members of the Board at least ten (10) days before any scheduled meeting date.
- (d) The agenda shall contain a list of issues to be addressed by Board members during the course of the meeting. The list of issues shall be compiled by the President of Board and based on information obtained through other Board members by a request by the President to other Board members for an enumeration of issues to be addressed at the meeting. The request for issues to Board members shall be sought by the President no less than thirty (30) days before the scheduled meeting date and be supplied to the President by Board members within ten (10) days of this request.
- (e) It is incumbent on all Board members to ensure that the President of the Board has their up-to-date contact information in order to facilitate notice about meetings and other issues of importance.
- (f) Notice of any meeting of the Board shall be delivered personally or sent by prepaid mail, or by electronic means to each Director not less than ten (10) days if mailed and not less than seven (7) days if delivered personally, or by electronic means (exclusive of the day on which the notice is delivered sent by electronic means but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director.

#### **4.2 Error or Omission in Giving Notice**

- (a) No error or accidental omission, which occurs in good faith, in giving notice of any meeting of Directors shall invalidate such meeting or make void an proceedings taken at such meeting, providing that

quorum is achieved.

#### **4.3 Adjournment**

- (a) Any meeting of Directors may be adjourned from time to time by the chair (usually the President) of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **4.4 Regular Meetings**

- (a) The Board may, at its own discretion, appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meetings.

### **5.0 POWERS OF DIRECTORS**

#### **5.1 Administration**

- (a) The Board of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

## 5.2 **Bank Account**

- (a) The Officers of this Corporation or any two (2) of them are authorized to establish and maintain a bank account or accounts at a chartered bank or trust company for the purpose of conducting the Corporation's business. Withdrawals and payments by cheque may be made only on the orders and signatures of any two (2) Officers of the Corporation, two of whom must be the President and the Executive Director, or, the Treasurer and the Executive Director.

## 5.3 **Expenditures**

- (a) The Board shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate, by resolution to an Officer or Officers of the Corporation, the right to employ and pay salaries to employees. The Board shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a chartered bank or trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms and the Board may prescribe.

## 5.4 **Borrowing Power**

- (a) The Board of the Corporation may from time to time:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
  - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and,
  - (iv) delegate the powers conferred on the board under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of this By-law.

## **5.5 Investments**

- (a) Subject to paragraphs (b) and (c) below, the Board shall be limited to investments authorized by law for trustees in the *Trustee Act*, R.S.O. 1990, Chapter T.23, and in particular, sections 26 through 35 of that Act. The guiding principle in the *Act* is one of “prudent” investment, the maxim by which the Board shall make all investment decisions.
- (b) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* of Ontario, unless the trust instrument indicates otherwise.
- (c) Notwithstanding the provisions created in paragraphs (a) and (b) above, the Board may, in its discretion retain investments which are given to the Corporation *in specie*.

## **5.6 Endowment Benefits**

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 5.4 above.
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devise to, or to the use of, the Corporation.
- (c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* of Ontario, of the benefits referred to in paragraph 5.5(b) above which came into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity,

unless such transfer complies with all applicable law, including without limitation, the *Charities and Accounting Act* of Ontario, the *Trustee Act* of Ontario, or by application to a court of competent jurisdiction to provide an order for *cy-pres*.

- (e) The Treasurer shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

## **5.7 Fund Raising**

- (a) The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## **5.8 Disbursements**

- (a) The Corporation shall meet its annual disbursement requirements under the *Income Tax Act* of Canada by complying with the Corporation's Expenditure Guidelines. The Expenditure Guidelines shall be determined on an annual basis by the Board of Directors of the Corporation. Expenditure Guidelines shall only be amended from year to year by a 2/3 majority vote of the Board of Directors in favour of such change.

## **5.9 Agents and Employees**

- (a) The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board or its designate at the time of such appointment.

## **5.10 Committees**

- (a) The Board may from time to time constitute such committees as it deems necessary to assist the Directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

## **6.0 OFFICERS OF THE CORPORATION**

## 6.1 **Officers of the Corporation**

- (a) The Corporation shall have a President, Vice-President, Secretary, Treasurer, Executive Secretary and an Executive Director. Two or more positions may be held by the same person, providing that the combination of offices does not include President and Secretary or President and Treasurer.
- (b) The Directors shall organize and facilitate the election of Officers of the Corporation.
- (c) The office of President and Vice-President shall be filled by a Director of the Corporation.
- (d) The offices of Secretary and Treasurer need not be filled by members of the Board and may come from the general membership at the discretion of the Board.
  - (i) The President shall be the Chief Executive Officer of the Corporation and shall preside at meetings of Board of Directors.
  - (ii) The Vice-President shall serve in place of the President when the President is not available.
  - (iii) The Secretary shall be responsible for the written minutes of any Directors' meeting. If the elected Secretary is unable to be present at a meeting of Directors', that Secretary must arrange for another Officer of the Corporation to collect and produce the minutes for that meeting. Under no circumstances can a meeting of the Board of Directors' be undertaken without duly recorded minutes of the proceedings being taken and produced by the Secretary or his or her designate from among the Officers.
  - (iv) The Treasurer shall be responsible for the financial records of the Corporation and the safekeeping of Corporate funds.
- (e) The term of office for any Officer shall be for a period of one year, after which an Officer holding an office must be re-elected, elected to another office by the Board, or resign the office after being replaced.
- (f) Any Officer may be duly removed by a majority vote of the Board of Directors at any time, with or without cause.

## 7.0 PAID STAFF

### 7.1 Paid Staff

- (a) The Executive Director shall be appointed by the Board of Directors and shall be responsible for the overall operation of the Corporation office, professional development, and special projects that benefit the membership of the Corporation as a whole. The Executive Director shall report directly to the Board of Directors and will attend meetings of the Board of Directors, in an advisory capacity only, if called upon by the Board to do so. The Executive Director should be an experienced Professional Member who knows the issues facing the Organization and can offer guidance and leadership to its members. The Executive Director is required to engage in the overall supervision and functioning of the Corporation. The position of Executive Director is a paid position whose income is based on his or her experience and abilities and shall be competitive with remuneration for this type of work in the marketplace, or, be determined as agreed between the Board and the Executive Director, or the candidate for Executive Director. The position of Executive Director is a non-voting position.
- (b) The Executive Secretary shall be responsible for the membership records, official correspondence and general duties involved in the operation of the Corporate office. The position of Executive Secretary is a paid position, the remuneration for which shall be determined by the work experience of the Executive Secretary and on the normal, expected remuneration in the marketplace for work of this type, or, as determined by an agreement as to wages between the Executive Director and the Executive Secretary and as approved by the Board. The Executive Secretary shall report directly to the Executive Director. The position of Executive Secretary is a non-voting position.
- (c) Future positions for Corporate Office Staff may be created on a need-be basis, as the organization grows, to accommodate the expanding administrative requirements that growth creates. Any future positions as Corporate Office Staff shall be paid positions which remuneration shall be commensurate with the skills of the candidates, market conditions for such work, or, as agreed between the candidate and the Executive Director, and approved by the Board. The Professional Membership does not have to be consulted for these positions. Any such position will be a non-voting position.

## 8.0 QUORUM FOR MEETINGS OF DIRECTORS

## **8.1 Quorum**

- (a) The minimum number of Directors required to vote on an issue, for the result to be binding, is five (5).

## **9.0 VOTING AT DIRECTORS' MEETINGS**

### **9.1 Voting**

- (a) Voting at Directors' meetings shall be conducted by a means determined by the President of the Board at each meeting and may include an oral vote, a ballot, a show of hands, or any other means practicable as determined by the President.
  - (i) Every question submitted to any meeting of Board members shall be decided by a majority of votes of the members present, unless some other percentage is legally required or set out in the by-laws. In a case of an equality of votes the motion shall be declared by the President to be defeated.
  - (ii) At any meeting, unless a poll is demanded, a declaration by the President that a resolution has been carried or carried unanimously or by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion, unless other proof is required as set out in other sections of these By-laws.

## **10.0 MEMBERSHIP**

### **10.1 Admission**

- (a) Anyone can become a member of the Corporation who pays the annual dues required by the Corporation. The Board reserves the right, however, to restrict membership for an individual as it sees fit, such membership being allocated into one of two categories: Professional Membership and Associate Membership. The decision to restrict membership and the terms of restriction of membership are within the sole discretion of the Board.

## 10.2 Classes of Membership

- (a) All persons who are members of the Corporation can only be admitted into membership in the Corporation under one of two classes of membership:
  - (i) Professional Member
  - (ii) Associate Member

## 10.3 Professional Membership

- (a) Professional membership in the Corporation is restricted to any person who is a bona fide holder of a valid Registered Nutritional Consulting Practitioner (RNCP) certificate.
- (b) Voting by Professional Members. Professional Members may vote on all issues that are open for voting to members. These voting rights include the right to vote on issues at any general meeting of the Corporation, using the ballot method if there is a physical meeting, or the right to vote by electronic means such as by e-mail voting where that method has been determined by the Board to be the most practicable method to use in a circumstance. Each Professional Member of the Corporation is permitted one vote per round of voting at any annual or general meeting or any other voting session. Voting by proxy shall not be permitted whenever electronic means are utilized in the voting process.
- (c) Attainment of the Professional Designation. For a person to hold a bona fide certificate as a Registered Nutritional Consulting Practitioner, the certificate must be conferred on the member by the Board of Examiners for the Corporation. The Board of Examiners shall consist of the President of the Board of Directors, or the President's designate, and at least one (1) Director other than the President. The title "Registered Nutritional Consulting Practitioner" and the professional designation "RNCP" are the property of the Corporation, the designation of which can only be conferred on a person by the Board of Examiners of the Corporation.
- (d) Ethical and Educational Standards. The Board of Directors may, from time to time, establish or amend the educational requirements for the attainment of the designation of RNCP, create and impose ethical standards for Professional Members, and require continuing education for its professional members.
- (e) Discipline of Members. Any complaint about any Professional or Associate Member of the Corporation must be submitted to, and

received by, the Board in written form. Any complaint submitted to, and received by, the Board must include the name and address of the complainant. All matters of discipline regarding any Registered Nutritional Consulting Practitioner shall be decided by a 2/3 majority vote of the Board of Directors in favour of disciplinary action. The Board shall use the guidelines provided in the Discipline Procedures Guidelines to invoke any disciplinary procedure or sanction against a member of the Corporation.

#### **10.4 Associate Membership**

- (a) Associate membership in the Corporation is available to any person who pays the annual dues required to be an Associate Member. Associate Members may attend any annual or general meeting of the Corporation but an Associate Member does not have any voting rights in the Corporation.

### **11.0 MEETINGS OF THE MEMBERSHIP**

#### **11.1 Types of Meetings**

- (a) There are three types of meetings that can be held by IONC:
  - (i) a collective meeting in which the membership meets physically, all business is transacted during the course of the physical meeting, and all voting on issues occurs by way of ballot or show of hands;
  - (ii) a collective meeting in which the membership meets physically at a location, this being the last day or days of the meeting that has been open for ten days prior to the physical meeting, which purpose of the preceding days is to facilitate voting on issues by the Professional membership by way of electronic means; or,
  - (iii) a collective meeting in which the membership meets by electronic means that is interactive, such as by teleconference or by video conferencing, in which voting on issues takes place during the course of the interactive meeting time by electronic means.
- (b) The forum for a meeting of the membership of IONC shall be determined by the conveners of the meeting, such conveners being

the Board of Directors or designates of the Board.

## **11.2 Voting and Procedure at Either Annual or General Meetings - General**

- (a) Every question submitted to any meeting of members shall be decided by a majority of votes of the members present given on a show of hands, by ballot personally, or by electronic means if electronic means of voting has been approved by the Board of Directors for that meeting. In the case of an equality of votes, the motion shall be declared by the Chair to be defeated.
- (b) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution had been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (c) If a poll is demanded in a situation of electronic voting, it is incumbent on the Executive Secretary or whomever is charged with tabulating the results of the electronic vote, to provide the Chair with evidence of the results at the collective meeting in which the vote is taken.

## **11.3 Proxy Voting**

- (a) Proxy voting is permitted at any voting session for either an annual meeting or a general meeting for which voting by electronic means has been approved by the Board.
- (b) Proxy voting in the context of electronic voting refers to the electronic exchange of voting information such that the electronic medium carries forward the voting result on behalf of an individual voter, this being contrasted to the direct show of hands or provision in a ballot as would occur at a physical meeting of the members. Proxy voting in the context of electronic voting does not mean that one member may vote in the stead of another, such form of proxy voting is not allowed under any circumstances of voting.
- (c) Voting by proxy is not permitted in situations where voting by electronic means has not been approved by the Board of Directors, that is, in situations in which voting will occur by way of ballot or show of hands at a physical meeting of the membership.
- (d) The Board of Directors shall always approve voting by electronic means unless there is a pressing and substantial reason to favour voting by ballot or show of hands at a physical collective meeting.

**11.4 Quorum**

- (a) A quorum for the transaction of any business at any meeting of members shall consist of not less than 5% of the registered membership, such membership determined according to the official register held in the head office of the Corporation.

**11.5 Adjournments**

- (a) The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same, including the ratification of votes collected by electronic means for the meeting that was adjourned.

**11.6 Chair of Collective Meetings**

- (a) In the absence of the President of the Board, the Vice-President shall preside at the meeting. In the absence of the President and Vice-President, the members present at any meeting of members shall choose another Director to act as Chair of the meeting and if no Director is present or if all the Directors present decline to act as Chair, the members present shall choose one of their number to be Chair of the meeting.

**12.0 VOTING BY ELECTRONIC MEANS****12.1 Meetings for Which Electronic Voting is Permitted**

- (a) Electronic voting or polls may be used for either annual meetings or general meetings, whether the meetings are held by the physical meeting of the membership or by electronic means such as by teleconference or videoconference.
- (b) The method utilized for electronic voting processes must be secure and it is incumbent on the Board of Directors to ensure the security and integrity of the voting system where electronic voting is approved by that Board.

- (c) Voting at any meeting for which electronic voting has been approved by the conveners, usually the Board of Directors, will commence ten (10) days in advance of the date of the scheduled collective meeting, including the date of the collective meeting. Voting at any meeting for which electronic voting has been approved shall be completed by the voting membership no later than five (5) days before the date of the scheduled collective meeting.
- (d) Issues to be voted on will be posted on the website for IONC in a folder on the site that can be accessed by members or via mass emailing with a link provided to the website. Each item to be voted on shall contain a brief but complete description of each issue to be voted on, including what the potential options are on an issue and why the decision is important to the IONC, so that professional members can make an informed choice when casting their vote.
- (e) Each Professional Member may cast one vote on each issue at any time during the period designated for voting, that is, in the first five days of the ten (10) day meeting session.
- (f) At the end of the five-day voting period, and in advance of the date set for the collective meeting, the Executive Director/Secretary or a Board member shall collect the votes and compile the results. The results of the voting shall be announced at the collective meeting by the Chair of that meeting, whether such meeting is by physical meeting or by electronic means, and the results of such voting process shall be binding on the Corporation provided that quorum has been met.

## **13.0 ANNUAL MEETINGS**

### **13.1 General Procedure**

- (a) Given that the Professional membership of IONC is a geographically distributed group, collective annual meetings of members may be facilitated using electronic means, or a combination of physical and electronic means, the chosen forum for collective annual meetings being determined by the meeting's conveners, which is usually the Board of Directors, according to the forum that is most desirable, practical or efficient in the circumstance.
- (b) The Corporation shall hold an annual meeting of its members and any two such meetings shall not be held more than fifteen (15) months apart. There shall be at least one meeting of the membership within each calendar year, the forum, place and time to be determined by the conveners of the meeting.

- (c) An agenda for each meeting shall be provided by the Executive Director/Secretary of the IONC to all members of the Corporation no fewer than fifteen (15) days before any scheduled meeting date.
- (d) The agenda shall contain the list of issues put forward by the Directors of the IONC that will be decided on by voting by the Professional Members in the course of the annual meeting. The agenda shall also contain a brief but complete description of each issue to be voted on, including what the potential options are on an issue and why the decision is important to the IONC so that Professional Members can make an informed choice when casting their vote. Electronic opinion poll results of members will be shared in the course of the annual meeting.
- (e) The agenda may also list issues put forward for voting by the Professional membership, providing that the issues raised by the Professional Members are not within the sole purview of the Board of Directors. Appropriate agenda items from the Professional membership shall be compiled by the Executive Director/Secretary based on a call for agenda items to the Professional membership. The call for agenda items may be by printed or electronic(newsletter) means, or both, depending on what is most desirable, practical or efficient in the circumstance. The call for issues for voting by Professional Members shall be sought by the Executive Director/Secretary no fewer than sixty (60) days before the scheduled meeting date and responses to the call from the Professional membership must be supplied back to the Executive Secretary by paper or electronic means within twenty (20) days of the date of the call for agenda items. Any potential agenda items brought forward by a Professional Member shall be accompanied by a brief but complete description of the issue and why it is important to the IONC, as described in article 10.5 (f) above, which briefs, if selected, will be included on the agenda for voting. The Executive Director/Secretary shall organize and compile issues brought forward for voting by the Professional membership. The selection of issues from the Professional membership to be included in the agenda for voting shall be determined on the basis of declining common interest, as expressed in the responses to the call for agenda items put forward to the Professional membership. At no time will issues raised by the general Professional membership for voting at the annual meeting be included in the agenda for voting if fewer than twenty Professional Members have indicated a common issue.

### **13.2 Notice of Annual Meeting**

- (a) It is incumbent on all members to ensure that the Executive Secretary of the Corporation has their up-to-date contact information in order to facilitate notice about meetings and other issues of importance.
- (b) A printed, written, typewritten or electronic notice(newsletter) shall be issued by the Executive Director/Secretary stating the day, time, place and forum for a meeting of members, describing the nature of the business to be transacted, which shall be served on all members either personally, by postal service or by electronic means not fewer than twenty (20) days (exclusive of the day on which the notice is delivered personally, by postal service or by electronic means but inclusive of the day for which notice is given) before the date of every collective meeting, directed to such address of each such member and of the auditor as appears in the books of the Corporation, or if no address is given therein, to the last address of each such member or auditor known to the Executive Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.
- (c) The notice of meeting shall contain the agenda for the meeting, including the list of issues to be voted on and information briefs about the issues for which votes will be taken.
- (d) The notice of meeting will identify the forum for the meeting, including detailed information on procedures for participation in the meeting and in voting if either is to be undertaken electronically.

### **13.3 Error or Omission in Giving Notice**

- (a) No error or accidental omission, which occurs in good faith, in giving notice of any meeting of the membership shall invalidate such meeting or make void an proceedings taken at such meeting, providing that at least five percent of voting members have participate in the voting session.

### **13.4 Contents of Notice**

- (a) The notice of a meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

## **14.0 GENERAL MEETINGS**

### **14.1 General Procedure**

- (a) While not required regularly, other meetings of the members, to be known as “general meetings” may be convened by order of the President of the Board of Directors of the Corporation, or by any two Directors, to be held at a date, time and place determined by the conveners.
- (b) The Board of Directors must call a general meeting of the members upon receipt of a written requisition to do so of not less than one hundred (100) of the members entitled to vote at such meeting.
- (c) Regardless of the impetus for the call of a general meeting, the conveners of the meeting should consider issues of cost, convenience and requirements for quorum before determining the appropriate forum for the meeting.
- (d) An agenda for each meeting shall be provided by the Executive Director/Secretary of the IONC to all members of the Corporation no fewer than fifteen (15) days before any scheduled meeting date.
- (e) The agenda shall contain the list of issues put forward by the Directors of the IONC that will be decided on by voting by the Professional Members in the course of the general meeting. The agenda shall also contain a brief but complete description of each issue to be voted on, including what the potential options are on an issue and why the decision is important to the IONC so that Professional Members can make an informed choice when casting their vote.
- (f) The agenda may also list issues put forward for voting by the Professional membership, providing that the issues raised by the Professional Members are not within the sole purview of the Board of Directors. Appropriate agenda items from the Professional membership shall be compiled by the Executive Director/Secretary based on a call for agenda items to the Professional membership. The call for agenda items may be by printed or electronic(newsletter) means, or both, depending on what is most desirable, practical or

efficient in the circumstance. The call for issues for voting by Professional Members shall be sought by the Executive Director/Secretary no fewer than sixty (60) days before the scheduled meeting date and responses to the call from the Professional Membership must be supplied back to the Executive Director/Secretary by paper or electronic means within twenty (20) days of the date of the call for agenda items. Any potential agenda items brought forward by a Professional Member shall be accompanied by a brief but complete description of the issue and why it is important to the IONC, as described in article 10.5 (f) above, which briefs, if selected, will be included on the agenda for voting. The Executive Director/Secretary shall organize and compile issues brought forward for voting by the Professional membership. The selection of issues from the Professional membership to be included in the agenda for voting shall be determined on the basis of declining common interest, as expressed in the responses to the call for agenda items put forward to the Professional membership. At no time will issues raised by the general Professional membership for voting at the general meeting be included in the agenda for voting if fewer than twenty Professional Members have indicated a common issue.

#### **14.2 Notice of General Meeting**

- (a) It is incumbent on all members to ensure that the Executive Secretary of the Corporation has their up-to-date contact information in order to facilitate notice about meetings and other issues of importance.
- (b) A printed, written, typewritten or electronic notice(newsletter) shall be issued by the Executive Director/Secretary stating the day, time, place and forum for a general meeting of members, describing the nature of the business to be transacted, which shall be served on all members either personally, by postal service or by electronic means not fewer than twenty (20) days (exclusive of the day on which the notice is delivered personally, by postal service or by electronic means but inclusive of the day for which notice is given) before the date of every collective meeting, directed to such address of each such member and of the auditor as appears in the books of the Corporation, or if no address is given therein, to the last address of each such member or auditor known to the Executive Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity

in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation

- (c) The notice of meeting shall contain the agenda for the meeting, including the list of issues to be voted on and information briefs about the issues for which votes will be taken.
- (d) The notice of meeting will identify the forum for the meeting, including detailed information on procedures for participation in the meeting and in voting if either is to be undertaken electronically.

#### **14.3 Error or Omission in Giving Notice**

- (a) No error or accidental omission, which occurs in good faith, in giving notice of any meeting of the membership shall invalidate such meeting or make void any proceedings taken at such meeting, providing that at least five percent of voting members have participated in the voting session.

#### **14.4 Contents of Notice**

- (a) The notice of a meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

### **15.0 ADVISORS**

#### **15.1 Advisory Board**

- (a) A member of the Advisory Board does not participate in the management of the Corporation and is not required to attend meetings. The role of an Advisory Board member is to provide the Board with advice on issues of importance to the general membership so that the Board might address these issues in a formal way by vote or other forms of resolution.
- (b) The Board of Directors may appoint an Advisory Board consisting of one (1) to ten (10) Professional or Honourary Members. There shall be no time limit on the term served by an advisor. An advisor can limit his or her term at pleasure or can continue as an advisor indefinitely providing that Board approval is maintained.
- (c) The Board may, at its pleasure, rescind the appointment of a person to the Advisory Board for any reason if a majority of the Board is in agreement as to the termination.

## **16.0 GUIDELINES FOR SCHOOLS THAT SEEK APPROVAL FROM IONC**

### **16.1 Approval of Curriculum**

- (a) Any school that applies for approval of delivery of a course or courses for the purpose of constituting an accredited course or courses for the IONC designation shall be granted that approval provided that the requisite standards of the IONC are met. The requisite standards are those set by the Board of Directors of the Corporation. The requisite standards may be amended or updated from time to time at the discretion of the Board.

## **17.0 CHANGES IN BYLAWS**

### **17.1 The repeal, amendment or adoption of By-laws**

- (a) By-laws may be repealed, amended or adopted by a 2/3 majority vote of the Board of Directors in favour of the repeal, amendment or adoption.
- (b) Any changes in the By-laws, be they changes resulting from repeal, amendment or adoption, must be noted and maintained in the Corporate register as required under section 300 of the *Corporations Act* of Ontario.

## **18.0 AUDIT**

### **18.1 Appointment of Auditor**

- (a) The members at each annual meeting may appoint an auditor to audit the accounts of the Corporation, such auditor to hold office until the next annual meeting. The Directors may fill any casual vacancy in the office of the auditor failing any appointment by the membership at the annual meeting. The remuneration of the auditor shall be fixed from time to time by the Board.
- (b) The Corporation shall undertake an unofficial audit of its books each year and undertake an official audit when required by a lending institution or by law to do so.

## **19.0 PRINCIPAL OFFICE**

### **19.1 Change of Address of Principal Office**

- (a) The Directors may from time to time by special resolution fix the location of the principal head office of the Corporation at any place within the Province of Ontario in accordance with the rules in section 277 of the *Corporations Act* of Ontario.