

THE OCCUPATIONAL HYGIENE ASSOCIATION OF ONTARIO

CONSTITUTION

1. NAME

The name of this organization shall be *Occupational Hygiene Association of Ontario*, which hereinafter will be referred to as the "Association".

Occupational Hygiene is that science and art devoted to the recognition, evaluation and control of those environmental factors or stresses arising in or from the workplace which may cause sickness, impaired health and well-being, or significant discomfort and inefficiency amongst workers or among the citizens of the community.

2. NOT-FOR-PROFIT ASSOCIATION

The Association shall be a not-for-profit organization, without share capital, and all revenue received shall be devoted to the objectives described in Article 3.

3. OBJECTIVES

- a) To serve the interests of the members by promoting and developing the profession of occupational hygiene.
- b) To promote the profession of occupational hygiene through the encouragement of interest within and cooperation with governmental, industrial, labour, educational, professional and other organizations.

4. MEMBERSHIP

The Association may have one or more classes of members. The designation of such class or classes and the qualifications and rights of members of each class shall be set forth in the Bylaws, as approved by the members.

5. OFFICERS

The officers of the Association shall be President, President-Elect, Immediate Past President and Secretary-Treasurer. The officers shall be elected by members of the Association and they shall have such powers and duties and tenure of office as set forth in the Bylaws. All officers shall begin their term of office immediately following the adjournment of the Annual General Meeting.

6. ADMINISTRATION

The Association shall be governed by the Board of Directors whose composition and operation shall be as set forth in the Bylaws.

BYLAWS

ARTICLE I - HEAD OFFICE

The Head Office of the Association shall be in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERSHIP

Section 1

Membership in the Association shall be open to any person having an interest in occupational hygiene, provided that person satisfies such criteria for membership as may be prescribed by the Bylaws. Membership is not transferable.

Section 2A

The classes of membership shall be: Professional Member, Associate Member, Emeritus Member, Honourary Member and Student Member.

Section 2B

A Professional Member shall be a person who holds a valid Registered Occupational Hygienist (ROH), Certified Industrial Hygienist (CIH), Registered Occupational Hygiene Technologist (ROHT) or Occupational Health and Safety Technologist (OHST) certificate or a person who has a total of six (6) year's combined post-secondary education and occupational hygiene work experience.

At the time of application, the applicant should be engaged in the practice of occupational hygiene.

A Professional Member may serve on committees, vote and be elected as a officer or director of the Association in accordance with the Bylaws.

Section 2C

An Associate Member shall be any person who has an interest in occupational hygiene and is engaged in any aspect of the field of occupational health and safety.

An Associate Member may serve on committees, vote and be elected as a director of the Association in accordance with the Bylaws.

Section 2D

The Board of Directors may approve Emeritus Membership to a member who has become retired. An Emeritus Member shall have all the privileges of an Associate Member but will not be required to pay dues. An applicant for Emeritus Membership must be retired from full-time employment and must have been a member of the Association at least ten consecutive years.

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Section 2E

Honourary Members shall be persons with a record of distinguished service, which furthers the objectives of the Association. These members may be elected by the Board of Directors and shall not be required to pay dues. An Honourary Member may serve as a member of a committee but shall not vote or hold elected office in the Association, unless they qualify to do so under some other category of membership.

Section 2F

A Student Member shall be any person who is enrolled in a full-time program in occupational health and safety at a post secondary institution. A Student Member may serve as a member of a committee but shall not vote or hold elected office in the Association.

Section 3

Application for membership shall be made to the Secretary-Treasurer of the Association on the prescribed form. Approval of membership in the Association by a majority of the Board of Directors shall be required for admission to all classes of membership.

Section 4

Dues become payable on the first day of January each year. The dues shall be set by the Board of Directors.

Section 5

A member whose dues are paid prior to the start of the Annual General Meeting is deemed to be in good standing.

Section 6

A membership terminated for non-payment of dues may be reinstated at any time up to two years following the delinquency by payment of dues in arrears, without submission of a new application.

Section 7

Each Professional, Associate and Emeritus Member in good standing shall be entitled to vote on each question arising at any Special or Annual General Meeting of the members. Any Professional, Associate or Emeritus Member may vote through a proxy duly authorized by the Board of Directors.

ARTICLE III - ADMINISTRATION

Section 1

The Association shall be governed by the Board of Directors.

Section 2

The members of the Board of Directors (collectively called the "Directors") shall be the President, Immediate Past President, President-Elect, Secretary-Treasurer and six elected at large Directors. The President of the Association shall serve as Chair of the Board of Directors.

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A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may determine. A Board of Director's meeting may be formally called by the President or President-Elect or by the Secretary-Treasurer on direction of the President or President-Elect, or by the Secretary-Treasurer on direction in writing of two directors. Notice of such meetings shall be given to each director, in writing, not less than thirty (30) days before the meeting.

Section 3

A Board of Directors' meeting may be held, without notice, immediately following the Annual General Meeting of the Association.

Section 4

Questions arising at any meeting of the Board of Directors shall be decided by a majority vote. In case of a tie vote, the Chair shall cast the deciding vote. All votes at any such meeting may be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. In the absence of the President, those duties may be performed by the President-Elect or such other director as the Board may appoint for the purpose.

Section 5

The Board of Directors shall administer the affairs of the Association and may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

Section 6

The Board of Directors may terminate the membership of any officer or director on the Board for cause. A vote of at least two-thirds of the current directors excluding the officer or director under review is required for termination.

Section 7

Vacancies on the Board of Directors, however caused, may be filled by a majority of the directors in office from among qualified members of the Association according to the following schedule:

If the office of the President becomes vacant, the President-Elect shall assume the duties of the President. If the office of the President-Elect becomes vacant, the President for the following year shall be elected at the Annual General Meeting. If both the office of the President and President-Elect become vacant, the Immediate Past President shall assume the duties of the President. If the office of the Secretary-Treasurer becomes vacant, the Board of Directors may appoint a Professional Member to fill the vacancy until the next Annual General Meeting. If a Director position becomes vacant, the Board of Directors may appoint a qualified member to fill the vacancy until the next Annual General Meeting.

Otherwise such vacancies shall be filled at the next Annual General Meeting of the members.

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Section 8

The voting members of the Association may, by resolution passed by at least two-thirds of the votes cast at an Annual General Meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his/her term of office, and may, by a majority of the votes cast at the meeting, elect any qualified member for the remainder of the term.

Section 9

Officers and directors shall receive no remuneration.

Section 10 - Books and Records

The Secretary-Treasurer shall ensure that all necessary books and records of the Association properly maintained and kept.

Section 11 - Cheques

All cheques issued by the Association, shall be signed by such officer(s) or agent(s) of the Association as shall be determined by resolution.

Section 12 - Deposit of Securities

The securities of the Association shall be deposited for the safekeeping with financial institutions selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such a manner, as shall be determined by resolution of the Board of Directors.

ARTICLE IV - ELECTION OF OFFICERS AND DIRECTORS

Section 1

Only Professional Members in good standing may be nominated or elected as an officer of the Association.

Only Professional, Associate or Emeritus Members in good standing may be nominated or elected as a director of the Association.

Section 2

Any member in good standing may nominate candidates for the Board of Directors who meet the criteria set out in Article IV, Section 1.

Section 3

Election of officers and directors shall take place by personal vote or duly authorized proxy at the Annual General Meeting.

Section 4

Proposals for nominees for officers and directors shall be made to the Board of Directors by the Nominating Committee at least thirty (30) days prior to the Annual General Meeting. All members shall be informed of the composition of the Nominating Committee and shall be invited to propose nominees.

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Section 5

All elected officers and directors shall assume their positions at the adjournment of the Annual General Meeting.

ARTICLE V - DUTIES OF OFFICERS AND DIRECTORS

Section 1

The officers of the Association shall be: President, President-Elect, Immediate Past President and Secretary-Treasurer. All officers shall be Professional Members in good standing.

The President-Elect shall be elected annually by the members of the Association.

The current President-Elect shall automatically succeed to President upon the adjournment of the Annual General Meeting.

The Secretary-Treasurer shall be elected every two years by the members of the Association and shall serve until the adjournment of the Annual General Meeting two years after being elected.

The current President shall automatically succeed to Immediate Past President upon the adjournment of the Annual General Meeting.

Section 2 - Duties of the President

The President shall be the Chief Elected Officer of the Association; shall preside at all meetings of the Association and shall perform such other duties as may be directed by the Board of Directors; shall guide the Association in the formulation of constructive activities related to the objectives of the Association and to the field of occupational hygiene; shall appoint Committees as are deemed necessary for the effective action of the Association; and is an ex-officio member of all such Committees. The President shall sign all instruments as require such signature.

Section 3 - Duties of the President-Elect

The President-Elect shall serve as Chair of the Program Committee and may also perform any other duties delegated by the President.

The President-Elect shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The President-Elect shall also have such other powers and duties, if any, as may be assigned by the Board of Directors.

Section 4 - Duties of the Secretary-Treasurer

The Secretary-Treasurer shall ensure that a record of the transactions of all meetings of the Association and of the Board of Directors and an accurate list of the members and their status is maintained. The Secretary-Treasurer shall ensure that the seal of the Association and all books, papers, records, correspondence, contracts and other documents belonging to the Association are properly maintained and secured.

The Secretary-Treasurer, shall ensure that all receipts and disbursements of the Association are accurately maintained.

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The Secretary-Treasurer shall disburse the funds of the Association under the direction of the Board of Directors and shall submit an account of all transactions ~~as~~ and the financial position of the Association as required. The Secretary-Treasurer shall present the auditor's report to the Annual General Meeting. The Secretary/ Treasurer shall also perform such other duties as may be determined by the Board of Directors.

Section 5 - Duties of the Immediate Past President

The Immediate Past President shall assist in the function of the Board of Directors and provide counsel as requested to the President.

Section 6 - Duties of the Directors

The directors shall assist in the function of the Board of Directors and perform any other duties delegated to them by the Board of Directors.

Section 7 - Execution of Documents

Contracts and engagements on behalf of the Association shall be signed by the President or the Secretary-Treasurer.

Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by any person authorized by the Board.

Section 8 - Dissolution

Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining assets of the Association shall be distributed or disposed of at the discretion of the Board of Directors to charitable organizations or to organizations the objects of which are beneficial to the community.

ARTICLE VI - MEETINGS

Section 1

The Annual General Meeting or any other meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

An Annual General Meeting of members shall be held to affirm the actions of the Board of Directors, to receive committee reports and to discuss such other business as may be properly brought before it.

Notice of the Annual General Meeting shall be given at least thirty (30) days in advance and such notice shall include an agenda and a proxy form. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken.

Section 2

The Annual General Meeting shall be held prior to the 31st day of March.

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Section 3

Special Meetings may be called by the President at any time with the approval of the Board of Directors or by petition to the President signed by twenty-five (25) voting members of the Association. At such meetings of the members only the business stated in the notice of meeting shall be transacted.

Section 4

A quorum shall consist of the lesser of twenty-five or 10% of the voting members present in person or represented by proxy.

Section 5

At all meetings of members questions shall be decided by a majority of voting members present in person or represented by proxy. In cases of a tie vote, the Chair shall cast the deciding vote.

ARTICLE VII - COMMITTEES

Section 1

The President shall appoint such committees as required.

Section 2

The Board of Directors shall approve membership and terms of reference of all committees. The President is an ex-officio member of all committees.

Section 3

No committee shall make any statement on behalf of the Association without prior approval of the Board of Directors.

Section 4

The membership of all committees appointed by the President shall terminate with the adjournment of the Annual General Meeting.

ARTICLE VIII - AMENDMENTS

Proposed amendments to the Bylaws may be submitted in writing to the Secretary-Treasurer signed by at least five voting members a minimum of ninety (90) days prior to the Annual General Meeting or Special Meeting called for that purpose. The Secretary-Treasurer shall circulate the proposed amendments to all members at least thirty (30) days prior to the meeting.

At the discretion of the Board of Directors, proposed amendments may either be submitted to the Annual General Meeting or distributed to voting members for a letter ballot.

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ARTICLE IX - AUDITORS

Section 1

Auditors shall be appointed by voting members at each Annual General Meeting.

Section 2

The auditors shall at all reasonable times have access to the financial records of the Association and may require from the directors and officers such information and explanations as may be necessary for the performance of their duties.

Section 3

The auditors shall present a financial statement to the Annual General Meeting.

ARTICLE X - FISCAL YEAR

The fiscal year of the Association is the calendar year.