

By-Laws of the OPMA

Article 1 - Purpose of the Association

- (a) To provide a forum for the interchange of ideas and to further the knowledge of members in matters relating to the marketing of pharmaceutical products.
- (b) To interest itself in the activities of government, regulatory and other stakeholders, as related to the marketing of pharmaceutical products.
- (c) To liaise with allied and related professional associations and industries for the mutual interchange of ideas beneficial to these groups and the Association.

Article 2 - Membership – Qualifications and Classes

Section 1: To advance the purpose of the Association and assure a program of continuing and increasing value and interest to all, membership shall be targeted primarily to:

- (i) marketing and sales management and personnel related to other disciplines engaged in the manufacture or sale of pharmaceutical products.
- (ii) personnel of companies providing supplies or services integral to the process of marketing pharmaceuticals.

Any man or woman in good standing in the business community fulfilling subsection (i) or (ii), and interested in the objectives of the Association, shall be eligible for membership.

Section 2: Membership is issued in the name of an individual and is non-transferable.

Section 3: The following membership classifications shall be available:

- (a) General Membership, which becomes active upon payment of annual dues. A member in good standing will have no outstanding accounts with the OPMA.
- (b) Honorary Membership shall consist of non-members elected by a two-thirds majority of the Board of Directors of the Association for outstanding service to the Association or business in the Community for such period as the Board of Directors may appoint.
- (c) Honorary Life-Time Membership may, subject to the unanimous approval of the Board of Directors, be awarded to a member in good standing who has contributed in an outstanding fashion toward the service of the Association in fulfilling its purpose.

Article 3 - Admission Procedures

Section 1: An individual who qualifies under Article 2 may pay the annual membership dues and will subsequently have his/her name entered upon the membership rolls.

Article 4 - Dues and Finances

Section 1: All membership dues or fees shall be payable on or before the date of the first monthly dinner meeting of the Association year. Fees will not be pro-rated for individuals joining throughout the year.

Section 2: Honorary Members shall be exempt from the payment of annual membership dues, and Honorary Life-Time Members shall be exempt from the payment of annual membership dues.

Section 3: Special rates for monthly dinner meetings, education days and other OPMA events are available only to members in good standing.

Section 4: No refund of fees need be made by the Association. The Board of Directors, however, may upon application, rule upon extenuating circumstances.

Section 5: Association funds shall not be used in any manner that is inconsistent with the articles and intentions of the Association.

Section 6: Any member or guest of the Association who has an account outstanding with the Association shall not be eligible to attend any further Association functions until their account is completely settled.

Article 5 - Meetings

Section 1: All meetings of the members of the Association shall be held at such place and time as the Board of Directors may determine. At such meetings, each member present in good standing shall be entitled to one vote. Voting shall be by show of hands unless a ballot is required under the By-Laws. Proxies will not be permitted.

Section 2: Regular meetings of the membership of the Association shall normally be held once a month during the months of February, March, April, May, September, October, November and December.

Section 3: The Annual General Meeting and installation of Directors of the Association shall take place at the December meeting.

Section 4: A Special General Meeting for the purpose of the election of Directors shall be held during the month of November each year.

Section 5:

- (a) A Special General Meeting of the members of the Association may be called at any time:
 - (i) Upon order of the President.
 - (ii) Upon an express resolution of the Board of Directors.
 - (iii) Upon written requisition of at least ten members addressed to the Secretary.
- (b) The said order, resolution or requisition shall indicate the purpose of the meeting, otherwise it shall be without effect.
- (c) Such Special General Meeting shall not be held before the expiry of six days from the date on which the Secretary is notified of a resolution of the Board of Directors to this effect or receives such order or requisition.

(d) No other business shall be taken into consideration at a Special General Meeting than that indicated in the notice.

Section 6: All meetings of the members shall be called by means of a written notice stating the date, hour, place and purpose of such meeting, which shall be delivered to each member at his/ her last known address at least three days before the date of the meeting.

Section 7: The inadvertent or accidental omission to give any member or members notice of a General Meeting shall not invalidate such Meeting or any action taken thereat, provided such omission does not extend to more than 10% of the membership.

Section 8: A quorum of members at any meeting of the Association shall consist of not less than 10% of members in good standing.

Article 6: - Board of Directors and Executive Committee

Section 1: A President, a Vice-President, a Treasurer, a Secretary and at least one Chairperson per committee shall be elected from among the members each year at the Special General Meeting, held in November, in the manner hereinafter set out, and shall form the Board of Directors and remain in office for one year.

Section 2: The Board of Directors shall administer the affairs of the Association in all respects, make or cause to be made for the Association any contract which the Association may enter into; fill all vacancies on the Board or in any office caused by death, resignations or otherwise; and from time to time shall regulate the appointment, functions, expenses, duties and removal of any employees of the Association and make such rules as may be necessary to regulate the conduct of the Association not inconsistent with its By-Laws.

Section 3: If any Director fails to attend three consecutive meetings of the Board of Directors, unless such absence is due to sickness or other unavoidable cause for which he/she is excused by the President, or if any Director fails to perform his/her duties to the satisfaction of the Board of Directors, the Board of Directors by resolution may declare the said Director's office vacant and appoint a successor for the remainder of his/her term of office.

Section 4: The President, by and with the approval of the Board, shall appoint, at a meeting not later than September 15th, a Nominating Committee consisting of two Directors, two other members in good standing not on the Board of Directors, and the President, which committee shall nominate members for the offices of President, Vice-President, Treasurer, Secretary, and Committee Chairpersons, (Newsletter, Program, Membership, Social, Education, Facilities, Sports). After having obtained the consent of those so nominated, the nominating committee will also recommend to the executive their choice of Legal and Accounting Advisors for the following year.

The Nominating Committee, through the Secretary of the Association, shall cause to be delivered a list of its nominations to each member of the Association at least three weeks before the date of the Special Meeting at which the nominees will be submitted for election.

Any two members may nominate any member, who signifies his/her agreement for any office, by filing such nomination with the Secretary at least seven days before the date of the Special General Meeting.

In the event that more than one candidate is nominated for any office, the Nominating Committee shall cause a printed ballot to be prepared and the vote shall be taken for that office by ballot at the Special General Meeting.

Section 5: The Meetings of the Board of Directors shall be held monthly, or at the call of the President, or may be called by the Secretary at the written request of any three members of the Board.

A quorum of the Board shall consist of 50% plus 1 member of the Board of Directors.

Section 6: The President, the Vice-President, the Secretary, and the Treasurer shall constitute the Executive Committee of the Board and may exercise such powers as are delegated to it by the Board provided that such power shall not include anything which by these By-Laws is within exclusive jurisdiction of the Board as such. The Executive Committee shall determine the procedure for calling and holding its meetings and three shall constitute a quorum.

Section 7: In the event that the immediate Past-President of the Association is elected to the Board of Directors, the Board will nominate said Past-President to be the chair of the Industry Relations Committee as established by the Board.

Article 7: - Duties of Officers

Section 1: When present, the President shall preside as Chairperson at all meetings of the Association as well as at all the meetings of the Board of Directors, and rule on the deliberations of such meetings. The President shall further exercise a general overview of all the business of the Association, subject nevertheless to the orders and instructions for the Board of Directors. All contracts of any nature whatsoever authorized or entered into by the Board of Directors, shall bear the President's signature or that of such other Director or person as may be appointed by the Board of Directors.

The President shall appoint all committees, subject to the approval of the Board of Directors.

The President shall be an ex-officio member of all committees.

The Chairperson of all Board meetings, General or Special Meetings shall not have a vote, except in case of a tie.

In the absence of the President, the Vice-President shall replace the President and exercise the President's functions.

Section 2: The Treasurer shall have charge of all funds of the Association and shall deposit the same in a Chartered Canadian Bank or Trust Company approved by the Board of Directors. Out of such funds he/she shall pay amounts authorized by the Board of Directors and keep a regular account of the income and expenditure of the Association and submit an audited statement thereof for presentation at the Annual General Meeting or at any other time required by the Board of Directors. He/she shall make such investment of the funds of the Association as the Board of Directors may direct in the name of Association or of any nominee authorized by the Directors to hold such investment for and on behalf of the Association. The Treasurer shall, with the President, or an appointed President-Elect, sign all notes, drafts and cheques.

Section 3: The Secretary shall be responsible for keeping the meeting records of the Association, conducting its correspondence, retaining copies of all official letters, preserving all official documents, and shall perform all such other duties as properly appertain to the office.

Section 4: The Legal Advisor shall be appointed by the Board and shall advise the Directors in all legal matters pertaining to the affairs of the Association at the request of the President or any of the members of the Board of Directors.

Section 5: The Auditor shall be appointed by the Board. The powers and duties of the Auditor shall be such as are prescribed by the Ontario Companies Act and he/she shall carry out such further duties not inconsistent with the provisions of the said Act, as the Director may prescribe.

In addition it shall be his/her duty to examine the Association's accounts at intervals decreed by the Board of Directors.

Article 8 - Discipline

Section 1: Business shall not be solicited from or by the members or guests of the Association at any Association function.

Section 2: The membership directory issued to members shall be used for their personal use only, and not released by them to unauthorized individuals. It shall not be used for unauthorized purposes by, or with the knowledge of, any member.

Section 3: Any member who contravenes Section 1 or 2 of this article, or who acts in any way that is prejudicial or injurious to the interests of the Association, or who otherwise

renders himself guilty of unprofessional conduct, shall be liable to exclusion from the Association upon a majority vote of the Board of Directors.

Section 4: Any charge against a member under the preceding section 3 hereof must be made in writing, duly signed by the complainant, and addressed to the Secretary, who shall submit it to the Directors at their next meeting. A member against whom any such charge is made shall be entitled to a hearing by the Board of Directors before its decision is rendered.

Article 9 - Head Office

The Association's head office and chief place of business shall be that as agreed upon by the Board each year, provided same is in accordance with the Letters Patent.

Article 10 - Seal

The Corporate Seal of the Association shall have inscribed thereon the name of the Association and the year of its incorporation, and shall be maintained with the legal advisor.

Article 11 - Fiscal Year

The fiscal year of the Association shall end on the 31st day of December.

Article 12 - Membership Year

The membership year shall end on December 31st. All acquired rights and privileges of members in good standing shall continue into the ensuing year provided membership dues or fees are received in full on or before the first monthly dinner meeting of the Association year. Delinquent members shall be considered not in good standing and subject to the condition of Article 4.3.

Article 13 - Amendments

The foregoing By-Laws shall not be changed, modified, altered or amended except by an affirmative vote of two-thirds of the Board of Directors given at a regular Board meeting or at a Special Meeting of the Board duly called for that purpose. Such changes shall remain effective until the next Annual General Meeting or an intervening Special General Meeting called to consider the same, at which time they shall be confirmed or cancelled as the meeting may decide.

Before such meeting of the Association, a written notice of one clear month shall be given to the members by the Secretary of the changes, modifications, alterations or amendments to be submitted to such meeting for consideration, and the confirmation thereof shall require the affirmative vote of at least two-thirds of the votes cast by such members in good standing in attendance, subject to quorum as specified in Article 5.8