

**By-Laws
of
Architectural Woodwork Manufacturers Association of Canada
Atlantic Chapter**

1. In these by-laws, unless there be something in the subject or context inconsistent therewith:
 - a. "Society" means Architectural Woodwork Manufacturers Association of Canada-Atlantic Chapter.
 - b. "Registrar" means the Registrar of Joint Stocks Companies appointed under the Nova Scotia Companies Act.
 - c. "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by Proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution, as a special resolution, has been duly given.
 - d. "AWMAC Standards" means the current issue of the standards manual. (The current issue in 2018 is the North American Architectural Woodwork Standards 3.1)

NATIONAL ASSOCIATION

2. The Atlantic Chapter supports and adheres to the Constitution and By-laws of the Architectural Woodwork Manufacturers Association of Canada which is the National Association.

MEMBERSHIP

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
4. For the purposes of registration, the number of members of the Society is unlimited.
5. Subject to Articles 7 and 21 of these by-laws, every member of the Society shall be entitled to attend any meeting of the Society and any active member will be entitled to vote at any meeting of the Society and, to hold any office.
6. Membership in the Society shall not be transferable.

7. The following shall be admitted to membership in the Society:

a. Active- Manufacturer Member

Any firm or corporation that operates a facility that manufactures architectural woodwork as defined by the AWMAC **Standards**, and that, in the opinion of the Board of Directors, satisfies the following criteria:

- i. Must have an appropriate business license from their local authority;
- ii. Fully operational for two years;
- iii. A minimum of one person in management, to have had five years' experience in the architectural woodwork industry;
- iv. Must be able to manufacture or install architectural woodwork in accordance with AWMAC **Standards** for Architectural Woodworkers, as that document may be amended from time to time;
- v. Staffed by qualified persons; and,
- vi. A history of supporting the local woodwork apprenticeship program, if such exists.

Such members shall be Manufacturer Members and shall have full voting rights at the National and Atlantic Chapter levels and shall be entitled to all privileges and responsibilities of the Society, provided their membership is in good standing.

b. Active- Associate Members

Any firm, (suppliers, manufacturers, consultants or agents) that provides materials and/or services for the manufacture or installation of architectural woodwork as defined by AWMAC **Standards** and that, in the opinion of the Board of Directors, satisfies the following criteria:

- i. Must have an appropriate business license from their local authority;
- ii. Fully operational for two years;
- iii. A minimum of one person in management to have had five years' experience in the architectural woodwork industry;
- iv. Facility to have the necessary controls for architectural woodwork (i.e. enclosed and heated)

Such members shall be Associate Members and shall have full voting rights at the National and Atlantic levels and shall be entitled to all privileges and responsibilities of the Society, provided their membership is in good standing.

c. Active- Life Members

An individual may be designated by the board as an Active Life Member for an enduring commitment to the architectural woodwork industry and/or society and who is no longer engaged in the manufacture, supply and/or installation of architectural woodwork. Active Life Members have full voting rights at the National and Atlantic Chapter levels.

d. Affiliate Member

A firm which is a member in good standing of a related professional association (e.g. architects, interior designers, etc.) Such members shall be Affiliate Members and shall not have any voting rights but will otherwise be entitled to all other privileges of the Society, provided their membership is in good standing.

e. National Partner

The Atlantic Chapter recognizes the AWMAC (National) Partner Members are eligible to become associate members of the Chapter. Members will have full voting rights at the National and Chapter level.

f. Educator Member

The Atlantic Chapter recognizes Educator Members as a special category. An Educator Member is any representative of a vocational technical program dealing with architectural woodworking. The category carries full voting rights at the Chapter level only.

g. Advisory Member

The Atlantic Chapter recognizes Advisory Members as a special category and they will have full voting rights at the Chapter level only.

All new members must have their application for membership approved by the Board of Directors. All members must support and adhere to the Constitution and By-laws of the Architectural Woodwork Manufacturers Association of Canada and shall be interested in furthering the objectives of the Association.

8. Formal admission to membership shall be required as provided in Section 7. The Secretary (or designated Chapter Office person) shall enter the name and address of any organization or individual admitted to membership as provided in Section 7 in the Register of Members.

9. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, a member resigns his or her membership, or if he or she ceases to qualify for membership in accordance with these by-laws. A member may be expelled from the Society, and his or her membership shall thereupon cease, upon a vote of not less than three-fourths of the eligible votes cast at a duly called member of members. Membership may be terminated by the Board of Directors if any member remains delinquent in membership dues 30 days after notice thereof has been delivered by registered mail.
10. Membership dues and/or assessments shall be as determined by the Board of Directors subject, to the approval of a majority of members present at an Annual General Meeting. Members shall be given 45 days' notice prior to any General Meeting at which any proposed change in dues or assessments are to be made.

FISCAL YEAR

11. The fiscal year of the Society shall be the period from **January 1 in any year to December 31 in the same year.**

MEETINGS

12.
 - a. The ordinary or Annual General Meeting of the Society shall be held within six months after the end of each fiscal year of the Society;
 - b. An ordinary General Meeting of the Society may be called by the President, or by the Officers at any time, and shall be called by the Officers if requisitioned in writing by at least 25% in number of the members of the Society.
13. Thirty days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to each member via email. The non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting. Members shall be given 45 days' notice in the manner as set out above prior to any meeting of members dealing with any proposed change in membership dues, assessments, or amendments to the by-laws of the Society.
14. At each ordinary or Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a. Minutes of preceding General Meeting;
 - b. Consideration of the annual report of the Officers;
 - c. Consideration of the financial statement, including balance sheet and operating statement and the report of the **financial review** thereon;

- d. Election of Officers for the ensuing year;
 - e. Appointment of auditors or outside financial reviewer, if any.
15. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of 25% of the active members entitled to vote at the meeting.
16. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
17. a. The President of the Society shall preside as Chairman at every general meeting of the Society;
- b. If there is no President or if at any meetings he or she is not present at the time of holding of the same, the Vice-President shall preside as Chairman;
- c. If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairman.
18. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of new such business is given to the members.
19. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
20. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

21. a. Active Members and other members as defined previously shall have one vote Each. Affiliate Members do not have a vote.
- b. Votes may be cast either personally or by proxy or, in the case of corporation, by a representative appointed by a member. The instrument appointing proxy or the appointment of a representative shall be in form acceptable to the Officers.

OFFICERS

22. Unless otherwise determined by the general meeting, the number of Officers shall not be less than four and not more than sixteen. There shall be no more than five Officers from any one of the Atlantic Provinces.
23. Any Member, except an Affiliate Member of the Society shall be eligible to be elected an Officer of the Society. Officers shall serve without remuneration or profit from serving. An Officer may be reimbursed for any reasonable expenses incurred in the performance of their duties.
24. Officers shall be elected by the members at each ordinary Annual General Meeting of the Society. The President, Vice-President, Past-President, Treasurer, Secretary, GIS Representative and AWMAC Director, as they may be elected by the members or appointed by the Board of Directors from time to time, shall also be elected as directors for the period of time they hold such office.
25. At the first ordinary or Annual General Meeting of the Society and at every succeeding ordinary or Annual General Meeting, all the Officers shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Officers shall be eligible for re-election. Prior to the commencement of business of the Annual General Meeting, the President shall convene a meeting of the Executive to prepare a proposed slate of Officers for a vote at the Annual General Meeting.
26. In the event that an Officer resigns his office or ceases to be a member of the Society, whereupon his office as Officer shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Executive from among the members of the Society.

27. The Society may, by special resolution, remove any Officer before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Officer, in whose place he or she is appointed, would have held office if he or she had not been removed.
28. Meetings of the Executive shall be held as often as the business of the Society may require, provided that there be a minimum of three meetings of the Executive per year. Meeting of the Executive shall be called by the Secretary. A meeting of the Executive may be held at the close of every ordinary or Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Officer within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Officer shall not invalidate the proceedings at any meeting of the Executive.
29. No business shall be transacted at any meeting of the Executive unless at least, three-fourths in number of the Directors are present at the commencement of such business.
30. The President, or in his absence, the Vice-President or, in the absence of both of them, any director appointed, from among those directors present shall preside as Chairman at meetings of the Board.
31. The Chairman shall be entitled to vote as an Officer and, in the case of equality of votes, he or she shall have casting vote in addition to the vote to which he or she is entitled as a Director.

POWERS OF EXECUTIVE

32. The management of the activities of the Society shall be vested in the Officers who, in addition to the powers and authorities by these by-laws or otherwise expressed/ conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or to appoint a coordinator and to determine his duties and responsibilities and his remuneration. The Officers may appoint an executive committee, consisting of the Officers and such other persons as the Officers decide.

OFFICER

33. The Officers of the Society shall be a President, a Vice-President, Past-President, Treasurer, Secretary, GIS Representative and an AWMAC Director. The offices of Treasurer and Secretary may be combined.

- a. Elections shall be held at each Annual General Meeting to fill the positions of Vice-President, Treasurer, Secretary and AWMAC Director. At that time, the former President shall assume the role of Past-President and the former Vice-President shall assume the role of President. The terms of office are two years each, with the exception of the opening (2002-2003) term of Treasurer which shall be a one year term.
 - b. In the event of the resignation or the removal of the President, the Vice-President shall assume the role of Interim President until the next annual or general meeting, at which time the Interim President becomes President. Until that time, the role of Vice-President shall remain vacant.
 - c. In the event of the removal or the resignation of the Vice-President, that role shall remain vacant until the next annual or special meeting.
 - d. In the event of the removal or resignation of the Past-President, the role shall remain vacant until the next election of Officers.
34. a. The Secretary of the Society shall keep the minutes of the meetings of members and executive and shall perform such other duties as may be assigned to him by the members. If the members think fit, the same person may hold both offices of Secretary and Treasurer.
- b. The Executive may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

INDEPENDENT ASSESSMENT OF ACCOUNTS/ VERIFICATION OF ACCOUNTING PRACTICES

35. **The Independent Accountant** of the Society may be appointed annually by the members of the Society at the ordinary or Annual General Meeting and, on failure of the members to appoint the **Independent Accountant**, the Directors may do so.
36. The Society shall make a written report to the members of the financial position of the Society and the report shall contain a balance sheet and operating account. The **Independent Accountant** or Treasurer shall make a written report to the members upon the balance sheet and operating account, and in every such report, he or she will state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting.

36. cont.

- A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, reviewed by the **Independent Accountant**, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.
37. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed **in the by-laws**.
38. The Society shall file with the Registrar, with its Annual Statement, a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of change of Directors, notify the Registrar of the change.
39. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
40. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
41. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and the Board of Directors shall be the responsibility of the Secretary.
42. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.
43. Contract, deeds, bills of exchange and the other instruments and documents may be executed on behalf of the Society by the President or Vice-President and any other Director, or otherwise as prescribed by resolution of the Board of Directors.
44. The borrowing powers of the Society may be exercised by special resolution of the members.