



## PROPOSED BYLAW AMENDMENTS

A bylaw relating generally to the conduct of the affairs of  
**Architectural Woodwork Manufacturers Association of Canada**  
(the "Corporation")

**BE IT ENACTED as BYLAW No. 1 of the Corporation as follows:**

### SECTION 1 – GENERAL

#### 1.1 Definitions

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**architectural woodwork**" means architectural woodwork as defined by the current edition of architectural woodwork standards adopted by the board of directors of the Corporation;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Associate Member**" means a person, corporation or other legal entity who provides materials and/or services for the manufacturing of architectural woodwork;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**bylaw**" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"**Corporation**" means Architectural Woodwork Manufacturers Association of Canada;

"**Life Member**" means a person who has been accepted as a Life Member by a Regional Chapter for his commitment to the architectural woodwork industry and who is no longer engaged in the manufacture, supply and/or installation of architectural woodwork;

"**Manufacturer Member**" means a person, corporation or other legal entity who operates a facility that manufactures architectural woodwork;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**member**" means a Manufacturer Member, Associate Member and Life Member of a Regional Chapter;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;



**"Regional Chapter"** means an incorporated not-for-profit entity, with a minimum combined total of 10 Manufacturer and Associate Members, from each Province and Territory or such other geographically described area as approved by the board of directors;

**"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time; and

**"special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 1.2 Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in this bylaw.

## 1.3 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## 1.4 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

## 1.5 Financial Year

The financial year end of the Corporation shall be determined by the board of directors.

## 1.6 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## 1.7 Borrowing Powers

If authorized by a bylaw which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such bylaw may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner, as may be set out in the bylaw.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

## 1.8 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

### 2.1 Membership Conditions

Subject to the articles, there shall be three classes of members in the Corporation, namely, Manufacturer Member, Associate Member and Life Member. The following conditions of membership shall apply:

#### Manufacturer Member

- (i) Manufacturer Member membership shall be available to persons who have applied and have been accepted for Manufacturer Member membership in a Regional Chapter of the Corporation and who maintain their membership in good standing in that Regional Chapter.
- (ii) The term of membership of a Manufacturer Member shall be annual, subject to renewal in accordance with the policies of the Regional Chapter of the Corporation.
- (iii) As set out in the articles, each Manufacturer Member is entitled to receive notice of, attend and vote at all meetings of members and each such Manufacturer Member shall be entitled to one (1) vote at such meetings, except for meetings at which only members of one class is entitled to vote separately as a class.

#### Associate Member

- (i) Associate Member membership shall be available to persons who have applied and have been accepted for Associate Member membership in a Regional Chapter of the Corporation and maintain their membership in good standing in that Regional Chapter.
- (ii) The term of membership of an Associate Member shall be annual, subject to renewal in accordance with the policies of the Regional Chapter of the Corporation.
- (iii) As set out in the articles, each Associate Member is entitled to receive notice of, attend and vote at all meetings of members and each such Associate Member shall be entitled to one (1) vote at such

meetings, except for meetings at which only members of one class is entitled to vote separately as a class.

### **Life Member**

- (i) Life Member membership shall be available to persons who have been nominated and have been accepted for Life Member membership in a Regional Chapter of the Corporation and maintain their membership in good standing in that Regional Chapter.
- (ii) The term of membership of a Life Member shall be annual, subject to renewal in accordance with the policies of the Regional Chapter of the Corporation.
- (iii) As set out in the articles, each Life Member is entitled to receive notice of, attend and vote at all meetings of members and each such Life Member shall be entitled to one (1) vote at such meetings, except for meetings at which only members of one class is entitled to vote separately as a class.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the bylaw if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **2.2 Membership Transferability**

Membership in the Corporation is not transferable or assignable. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

## **2.3 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by mail, telephonic, electronic or other communication facility, by courier or by personal delivery, in each case as determined by the directors of the Corporation and in accordance with the Act, at least 30 days before the day on which the meeting is to be held if there is no proposed change in fees or assessments, or 45 days before the day on which the meeting is to be held if there is a proposed change in fees or assessments. Notice shall be sufficiently provided if the notice is sent to the most recent address information of a member on file with the Corporation in accordance with the above provisions, including, without limitation, to the most recent email address of a member on file.

Notwithstanding the above, if a member requests in writing to the directors of the Corporation to receive its notice in a non-electronic manner, notice to that specific member shall be provided by another means as outlined in this bylaw.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

## **2.4 Absentee Voting by Proxy**

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing, including by electronic means and in electronic form so long as the Corporation

makes available such communication facilities, a proxyholder who is not required to be a member, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements and any other requirements in the Act:

- a. an instrument appointing a proxy shall not be valid unless it is received prior to and is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- b. a proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote at the meeting, including, without limitation, by way of electronic means so long as the Corporation makes available such communication facilities, to demand a ballot at the meeting and to vote at the meeting by way of a show of hands; and
- c. if a form of proxy is created by a person other than the member, the form of proxy shall
  - (i) indicate, in bold-face type,
    - A. the meeting at which it is to be used, and
    - B. that the member may appoint a proxyholder to attend and act on their behalf at the meeting, and
  - (ii) contain a designated blank space for the date of the signature.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **2.5 Absentee Voting by Mail or Electronic Ballot**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote in advance of the meeting by, without limitation, mailed-in, telephonic or electronic, ballot, or such other communication means as the directors of the Corporation may permit. With respect to any such ballots, the Corporation must have in place a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

The directors of the Corporation may set out requirements regarding the amount of time prior to a meeting with respect to which such ballots must be received.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.



## SECTION 3 – MEMBERSHIP DUES AND TERMINATION

### 3.1 Membership Dues

Membership dues shall be assessed to the Regional Chapter in which the member is a member. Membership dues or fees levied on a class of member shall be voted on at a meeting of members by the class of members such dues or fees affect.

### 3.2 Termination of Membership

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (b) a member fails to maintain any qualifications for membership described in the section on membership conditions of these bylaws;
- (c) the member is expelled or is otherwise terminated in accordance with the articles or bylaws;
- (d) the member's term of membership expires; or
- (e) the Corporation is liquidated or dissolved under the Act.

### 3.3 Effect of Termination of Membership

Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## SECTION 4 – MEETINGS OF MEMBERS

### 4.1 Place of Members' Meeting

Meetings of members of the Corporation shall be held within Canada at a place that the directors determine.

### 4.2 Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and bylaws are entitled to cast a vote at the meeting.

### 4.3 Chair of Members' Meetings

In the event that the president and the vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

### 4.4 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 20 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### 4.5 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### 4.6 Participation by Electronic Means at Members' Meetings

Participation at meetings of members (including voting) may be by telephonic, electronic or other communication facility, or a combination of meeting in-person and by telephonic, electronic or other communication means as determined by the directors of the Corporation. Further, for clarity, meetings of members may be held virtually or electronically, either entirely or partially, if so determined by the directors of the Corporation. Members shall be permitted to vote by telephonic, electronic or other communication means if participating in a meeting electronically, and votes at a meeting of members by means of telephonic, electronic or other communication facility are expressly permitted hereunder, in each case so long as the Corporation makes available such communication facilities.

### SECTION 5 – DIRECTORS

#### 5.1 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

#### 5.2 Nomination of Directors

Each Regional Chapter may submit, at least two months prior to the annual general meeting of the Corporation, its nomination of an individual representing either a Manufacturer Member or an Associate Member of that Regional Chapter as a director of the Corporation; PROVIDED, however, that if the individual so nominated is a representative of an Associate Member, the Regional Chapter shall inform the current board of directors of their intent to nominate only an Associate Member.

The board of directors may submit, at least two months prior to the annual general meeting of the Corporation, its nomination of at least one individual who is either a Manufacturer Member or Associate Member of a Regional Chapter as a director of the Corporation.

On receipt of nominations, the board of directors will determine if the requirement that Manufacturer Members nominated must comprise at least sixty percent (60%) of the total number of directors of the Corporation will be met. If this requirement cannot be met, the board of directors will inform those Regional Chapters who nominated only an Associate Member that an Associate Member cannot be accepted because of the sixty percent (60%) requirement. Priority will be given to Associate Members already serving as a director. Notification will be given to those Regional Chapters in the reverse order that the board of directors was advised of those Regional Chapters' intent to nominate only an Associate Member with a request for their nomination of an individual representing a Manufacturer Member.

### **5.3 Term of Office of Directors**

The directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election.

## **SECTION 6 – MEETINGS OF DIRECTORS**

### **6.1 Calling of Meetings**

Meetings of the board may be called by the president, the vice-president or any two (2) directors at any time.

### **6.2 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.3 Quorum**

A majority of directors or the minimum number of directors required by the articles, whichever is greater, constitutes a quorum at any meeting of directors, and, despite any vacancy among the directors, a quorum of directors may exercise all the powers of the directors.

### **6.4 Votes to Govern**

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **6.5 Committees of the Board**

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

## **SECTION 7 – OFFICERS**

### **7.1 Appointment of Officers**

The board may designate the offices of the Corporation, elect officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the



Corporation. A director may be elected to any office of the Corporation. An officer may, but need not be, a director unless these bylaws otherwise provide. Two or more offices may be held by the same person.

## 7.2 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are elected, shall have the following duties and powers associated with their positions:

1. President – The president shall be a director. The president shall, when present, preside at meetings of the board of directors and of the members. The president shall have such other duties and powers as the board may specify.
2. Vice-President – The vice-president shall be a director. If the president is absent or is unable or refuses to act, the vice-president shall, when present, preside at meetings of the board of directors and of the members. The vice-president shall have such other duties and powers as the board may specify.
3. Secretary – If elected, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
4. Treasurer – If elected, the treasurer shall have such powers and duties as the board may specify.
5. Past President – The president whose term of office most recently ended will hold the office of past president and shall have such duties and powers as the board may specify. As an ex-officio, non-voting member of the board, the past president is not a director.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

## 7.3 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being elected,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, elect a person to fill such vacancy.



## **SECTION 8 – OTHER**

### **8.1 Invalidity of any Provisions of this Bylaw**

The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

### **8.2 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **8.3 Bylaws and Effective Date**

The board of directors may not make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (Fundamental Change) of the Act.

*(End of bylaws)*