



## ARCHITECTURAL WOODWORK MANUFACTURERS ASSOCIATION OF CANADA - ONTARIO CHAPTER

### BYLAWS

Approved by the Members at a duly constituted and called Meeting on Thursday March 24, 2022

#### NAME OF SOCIETY

1.1 The name of the Society shall be the "**Architectural Woodwork Manufacturers Association of Canada - Ontario Chapter**".

#### INTERPRETATION

12.1 In these Bylaws, so far as the context does not otherwise require:

- (a) "**Act**" means the *Not-for-Profit Corporations Act*, SO 2010, c 15, including any regulations made pursuant to the Act, and any statute or regulations that may be substituted for the Act, in each case as amended and as may be in force from time to time;
- (b) "**Allied Member**" means such Persons or Entities which have been approved as Allied Members under these Bylaws;
- (c) "**Annual General Meeting**" means that annual general meeting of the Members to be held in accordance with the requirements of the Act and these Bylaws;
- (d) "**Application**" or "**Articles**" means that application, articles or constating documents filed with the Ontario Corporate Registrar which sets forth the objects of the Society;
- (e) "**AWMAC National**" means the Architectural Woodwork Manufacturers Association of Canada (National);
- (f) "**AWMAC Standards**" means the most-current NAAWS, including any and all errata and new editions, as may be adopted by AWMAC National from time to time by a vote of not less than seventy-five (75%) of the National Board members who cast a vote at a duly called and constituted meeting of the National Board where quorum is present, and including such other manufacturing or woodworking standards as may be established by AWMAC National and in place from time-to-time;
- (g) "**Board**" means Board of Directors of the Society;
- (h) "**Business Day**" means a day other than a Saturday, Sunday or statutory holiday in the Province of Ontario;
- (i) "**Bylaws**" means this bylaw and any other bylaws of the Society, as amended;

- (j) **"Chair"** means that Director appointed or elected as the Chair of the Board under these Bylaws and which, for clarity, shall be the President of the Society;
- (k) **"Design Member"** means such Persons or Entities which have been approved as Design Members under these Bylaws;
- (l) **"Directors"** means the Directors of the Society appointed from time to time and a **"Director"** means one of them;
- (m) **"Entity"** or **"Entities"** means a firm, corporation, partnership or other legal entity of any kind, but does not include a Person;
- (n) **"GIS"** means the Guarantee and Inspection Service;
- (o) **"Guarantee and Inspection Service"** means a country-wide program of AWMAC that guarantees architectural woodwork meets or exceeds industry standards;
- (p) **"Industry"** means the architectural woodwork industry in Canada, including as more particularly defined or outlined in the AWMAC Standards;
- (q) **"Installer Member"** means such Entities which have been approved as Installer Members under these Bylaws;
- (r) **"Installer Standards Exam"** means the current series of questions to determine the knowledge of a Person, being a representative of an Entity, of the AWMAC Standards and GIS program as it relates to the installation of architectural woodwork. For clarity, it is the Person who completed the ISE Certification who obtains and holds the ISE Certification and not the Entity which that Person, at the time of completion, represents;
- (s) **"ISE"** means the Installer Standards Exam;
- (t) **"ISE Certification"** means the successful completion of the current ISE;
- (u) **"Life Member"** means such Persons who have been approved as Life Members under these Bylaws;
- (v) **"Manufacturer Member"** means such Entities which have been approved as Manufacturer Members under these Bylaws;
- (w) **"Manufacturer Standards Exam"** means the current series of questions to determine the knowledge of a Person, being a representative of an Entity, of the AWMAC Standards and GIS program. For clarity, it is the Person who completed the MSE Certification who obtains and holds the MSE Certification and not the Entity which that Person, at the time of completion, represents;
- (x) **"Manufacturing Facility"** means an architectural woodwork manufacturing facility that produces architectural woodwork products as defined by the current AWMAC Standards;
- (y) **"Meeting"** means an Annual General Meeting or a Special Meeting of the Members of the Society, as the case may be;
- (z) **"Members"** means those members of the Society from time to time;
- (aa) **"Membership Fees"** means the fees to be paid by Members, as set by the Board and approved by Members in accordance with these Bylaws, including, without limitation, annual dues or fees, special assessments and any other such fees or dues contemplated herein;

- (bb) **"MSE"** means the Manufacturer Standards Exam;
- (cc) **"MSE Certification"** means the successful completion of the current MSE;
- (dd) **"NAAWS"** means the most current North American Architectural Woodwork Standards;
- (ee) **"National Board"** means the Board of Directors of AWMAC National;
- (ff) **"Objects"** means the objects of the Society in accordance with the Application and these Bylaws;
- (gg) **"Officers"** means the Officers of the Society appointed or elected from time to time in accordance with these Bylaws, and an **"Officer"** means one of them;
- (hh) **"Ordinary Resolution"** means:
  - (i) a resolution passed at a Meeting of the Society by a simple majority of the votes cast by those Members entitled to vote at the Meeting; or
  - (ii) a resolution that has been submitted to the Members and consented to in writing by no less than all of the Members, in person or by proxy, who would have been entitled to vote on it;
- (ii) **"Person"** means a natural person, including a natural person operating through a sole proprietorship;
- (jj) **"Regional Boundary"** means the Province of Ontario and Nunavut Territory, being the area within the majority of Members of the Society must conduct their business or be located;
- (kk) **"Society"** means the Architectural Woodwork Manufacturers Association of Canada - Ontario Chapter;
- (ll) **"Special Meeting"** means any meeting of the Members which is not an Annual General Meeting, in each case in such form as and to be held in accordance with the requirements of the Act and these Bylaws;
- (mm) **"Special Resolution"** means:
  - (i) a resolution passed:
    - (A) at a Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and
    - (B) by the vote of not less than three-quarters (3/4) of those Members who are entitled to vote at that Meeting who vote in person or by proxy; or
  - (ii) a resolution proposed and passed as a special resolution at a Meeting of which less than twenty-one (21) days' notice has been given if all the Members entitled to attend and vote at the Meeting so agree; or
  - (iii) a resolution consented to in writing by all of the Members who would have been entitled at a Meeting to vote on the resolution in person or, where proxies are permitted, by proxy;
- (nn) **"Supplier Member"** means such Entities which have been approved as Supplier Members under these Bylaws; and

- (oo) **"Vice-Chair"** means that Director appointed or elected as the Vice-Chair under these Bylaws and which, for clarity, shall be the Vice President of the Society.

2.2 **Definitions in Act Apply to Bylaws** - Except where they conflict with the definitions contained in these Bylaws, the definitions in the Act apply to these Bylaws. To the extent of any conflict between the Act and these Bylaws, the Act will prevail.

2.3 **Objects** - The objects of the Society are those named in the Application or Articles, and a copy of that Application shall be kept with a copy of these Bylaws. In addition, the Society shall promote and work toward the following objects generally, to the extent they do not conflict with the Objects:

- (a) to promote the interests of Entities or Persons engaged in the Industry and the business of supplying, manufacturing and installing architectural woodwork products and similar products within, and/or exporting from, the Regional Boundary;
- (b) to provide information and assistance to its Members and to Entities or Persons dealing with the Industry, including design professionals, contractors and manufacturers;
- (c) to establish, promote and uphold woodwork quality standards;
- (d) to establish ethical business standards and uniform trade practices within the Industry;
- (e) to assist in all ways in the improvement of public relations for the Industry;
- (f) to promote close liaison between Members, suppliers, other trades, general contractors, architects, engineers, suppliers and the general public;
- (g) to assist Members in developing and expanding better employee-employer relationships with an eye toward ensuring the Industry maintains a high standard of competent, satisfied workers to achieve maximum efficiency;
- (h) to formulate and encourage education programs for the training of architectural woodworkers so that the Industry may benefit from improved methods and increased skills;
- (i) to create programs and advocate for manufacturing standards that encourage and promote safety and best practices in the business of architectural woodwork;
- (j) to promote the education of the public and Members of the Society with respect to the business of architectural woodwork and the best practices related to the same;
- (k) to fund manufacturing or woodworking specific standards and research regarding the business of architectural woodwork and best practices;
- (l) to promote, encourage and advocate for legislation and regulation for the woodworking industry for the general good of all;
- (m) to hold conferences, meetings and exhibitions for the discussion of woodworking and issues impacting woodworking;
- (n) to hire, engage or otherwise secure the services of Entities or Persons to promote and carry out the Objects of the Society;
- (o) to raise funds in any way permissible by the Act to achieve the objects of the Society. This includes accepting gifts, donations, grants, legacies, bequests and inheritances;
- (p) to borrow funds and lease, mortgage, sell and dispose of property of the Society and

establish a line of credit to achieve the Objects of the Society;

- (q) to support the Members of the Society; and
- (r) to provide such further services as are, from time to time, deemed expedient for the protection and promotion of the best interests of the Members.

2.4 **Context** - Words using the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons, organizations or corporations shall include individuals, partnerships, firms, societies and corporations, all as the context requires.

2.5 **Conduct of Society** - The Society shall conduct its activities without the purpose of personal gain for any of its Members, Directors or Officers, except as otherwise specifically stated in the Bylaws. Any income or other assets of the Society shall be used in carrying out the Society's objects or as otherwise outlined herein.

### **ARTICLE 3 - MEMBERSHIP**

3.1 **Classes of Members** - The membership of the Society shall consist of the following classes of Members:

- (a) Manufacturer Members;
- (b) Supplier Members;
- (c) Installer Members;
- (d) Design Members;
- (e) Allied Members; and
- (f) Life Members.

3.2 **Manufacturer Member** – Any reasonable Entity that operates a Manufacturing Facility producing architectural woodwork as defined by the AWMAC Standards that operates primarily within the Society's Regional Boundary shall be eligible to become a Manufacturing Member in accordance with these Bylaws.

Prior to being accepted as a Manufacturer Member, and at all times in order to remain in good standing as a Manufacturer Member, such Entity must:

- (a) have the ability to provide submittals compliant with the Submittals section of the AWMAC Standards;
- (b) have the ability to create their own submittals, and actively produce and manufacture, in a non-trivial quantity, work from the Casework section of the AWMAC Standards along with work from three (3) of the following sections of the AWMAC Standards, in each case using their own internal resources:
  - (i) Finishing;
  - (ii) Millwork;
  - (iii) Stairwork and Rails;
  - (iv) Wall/Ceiling Surfacing Partitions;

- (v) Passage Doors;
  - (vi) Countertops; and/or
  - (vii) Historic Restoration; and
- (c) have one or more owners, managers or person of authority receive MSE Certification, and maintain or upgrade such MSE Certification as required by the Society.

3.3 **Supplier Member** – Any reasonable Entity that does not meet the Manufacturer Member requirements but supplies goods, materials or equipment to, or associated with, the manufacturing or installation of architectural woodwork within the Society's Regional Boundaries shall be eligible to become a Supplier Member.

3.4 **Installer Member** – Any reasonable Entity that does not meet the Manufacturer Member requirements but installs architectural woodwork projects but does not manufacture architectural woodwork projects within the Society's Regional Boundaries shall be eligible to become an Installer Member. Installer Members must also have one or more owners, managers or person of authority receive ISE Certification, and maintain or upgrade such ISE Certification as required by the Society.

3.5 **Design Member** - Any reasonable Person or Entity that does not meet the Manufacturer Member requirements but is engaged in the design or specification of architectural woodwork but does not manufacture architectural woodwork projects within the Society's Regional Boundaries shall be eligible to become a Design Member.

3.6 **Allied Member** - Any reasonable Person or Entity that does not meet any other categories of membership but is engaged in or operates in an industry or provides education related to or associated with architectural woodworking within the Society's Regional Boundaries shall be eligible to become an Allied Member.

3.7 **Life Member** – The Society, at its discretion, may grant a Person a Life Member membership as an expression of appreciation for distinguished services. Except as otherwise noted herein, Life Members must not actively derive income from the Industry and must have previously been a voting Member of the Society, either directly as a Person voting Member or indirectly as a representative or employee of an Entity voting Member. Notwithstanding the foregoing, in recognition of the knowledge and experience Life Members bring to the Society and the Industry, Life Members shall be permitted to earn income from the Industry in the following limited circumstances:

- (a) payments directly from the Society, AWMAC National or another recognized AWMAC chapter where such payments are compensation for acting as an inspector and providing quality inspections on behalf of the Society, AWMAC National or another recognized AWMAC chapter using the AWMAC Standards;
- (b) payments directly from the Society, AWMAC National or another recognized AWMAC chapter where such payments are in relation to providing expert opinions, reports or consultations on behalf of and as requested by the Society, AWMAC National or another recognized AWMAC Chapter; and/or
- (c) payments directly from the Society, AWMAC National or another recognized AWMAC chapter where such payments are compensation for providing such other limited services to or on behalf of the Society, AWMAC National or another recognized AWMAC Chapter in such manner and fashion as may be requested by the Society, AWMAC National or another recognized AWMAC Chapter from time-to-time.

3.8 **Member Approval** – Any Person or Entity eligible to become a Member pursuant to a membership category hereunder may apply to the Society for membership (except with respect to Life Members, who must be recommended) in such form as the Board may require from time to time, and shall only become a Member hereunder upon the following:

- (a) approval by the Board and / or subsequent approval by the Members as follows:
  - (i) two thirds (2/3) of the voting Members present at a Meeting who vote at such Meeting in person or by proxy; or
  - (ii) in writing by the majority of Members who respond to a request from the Board for approval, including by email; or
  - (iii) such other form of membership approval in such manner as the Board determines from time-to-time;
- (b) the Person or Entity executing that form of membership agreement and/or application that the Board may require and agreeing to be bound by all policies, principles and objectives of the Society, as well as agreeing to be bound by these Bylaws and to take part in all aspects of the Society;
- (c) payment of Membership Fees and dues in place from time to time as outlined herein; and
- (d) the Person or Entity complying with any other requirement imposed by the Board, from time to time.

3.9 **Life Member Approval** – Notwithstanding anything in these Bylaws to the contrary, in addition to the above, a Person shall only become a Life Member upon the following:

- (a) a recommendation from a Member in good standing in a manner as determined by the Board from time to time; and
- (b) approval by the Board and / or subsequent approval by the Members in accordance with the process outlined in Section 3.8(a) hereof.

3.10 **Recording of Members** – The Society shall maintain a register of Members in accordance with the requirements of the Act, which register shall contain at minimum:

- (a) the name of each Member;
- (b) the current residential (for Persons who are Members) and business address (for Entities which are Members) of each Member;
- (c) an email address for each Member;
- (d) the date on which each Member became a Member and, to the extent applicable, the date on which such Member ceased to be a Member; and
- (e) the class of membership pursuant to which each Member exists.

Each Member shall promptly, upon a change to any of the above-noted information, provide the Society with such updated information in writing so that the Society may keep their records up to date. To the extent they fail to do so, the Society shall not be held liable for the Member failing to receive any information or notifications.

3.11 **Member in Good Standing** – A Member shall be in good standing so long as they are actively participating in the Objects of the Society and paying all Membership Fees and dues. Members are expected to actively participate in meetings of the Society, committees of the Society and the executive of the Society, in each case to the extent applicable.

A Member shall not be in good standing if they fail to pay their Membership Fees and dues (of any kind) for a period of more than sixty (60) days or if they are suspended in accordance with the terms hereof.

Any Member not in good standing:

- (a) may not receive, until such time that they return to good standing status, a GIS certificate;
- (b) shall be deprived of any benefits they are entitled to in these Bylaws, including any benefits conferred by AWMAC National, until such time that they return to good standing status;
- (c) may not vote, make a motion nor second a motion at any Meeting of the Society, until such time that they return to good standing status; and
- (d) shall be subject to such further restrictions, limits, or conditions established by the Board from time to time.

3.12 **Membership Ongoing** - Membership in the Society is ongoing, non-transferable and does not require affirmation by the Members once a Member has been approved.

3.13 **Membership Rights and Entitlements** – The classes of membership will carry the following rights and entitlements:

(a) **Manufacturer Members:**

- (i) will have the right to vote on all matters concerning the affairs of the Society, and each Manufacturer Member shall be entitled to one (1) vote. For clarity, each Manufacturer Member shall only have one (1) vote regardless of how many employees, locations or subsidiaries they have;
- (ii) shall be entitled to hold (or have a representative hold) office with the Society, including Board positions;
- (iii) shall be entitled to hold (or have a representative hold) office with AWMAC National, including Board positions;
- (iv) shall be entitled to be nominated, or appointed, (or have a representative nominated or appointed), as the case may be, to committees of the Society as established by the Board;
- (v) may participate in and receive all benefits of the GIS Program; and
- (vi) shall be entitled to all other privileges of membership of the Society as determined by the Board from time to time.

(b) **Supplier Members:**

- (i) will have the right to vote on all matters concerning the affairs of the Society and each Supplier Member shall be entitled to one (1) vote. For clarity, each Supplier Member shall only have one (1) vote regardless of how many employees, locations or subsidiaries they have;
- (ii) shall be entitled to hold (or have a representative hold) office with the Society, including Board positions;
- (iii) shall be entitled to hold (or have a representative hold) office with AWMAC National, including Board positions;
- (iv) shall be entitled to be nominated, or appointed, (or have a representative nominated or appointed), as the case may be, to committees of the Society as



established by the Board; and

- (v) shall be entitled to other limited privileges of membership of the Society as determined by the Board from time to time.

(c) **Installer Members:**

- (i) will have the right to vote on all matters concerning the affairs of the Society, and each Installer Member shall be entitled to one (1) vote. For clarity, each Installer Member shall only have one (1) vote regardless of how many employees, locations or subsidiaries they have;
- (ii) shall be entitled to hold (or have a representative hold) office with the Society, including Board positions;
- (iii) shall be entitled to hold (or have a representative hold) office with AWMAC National, including Board positions;
- (iv) shall be entitled to be nominated, or appointed, (or have a representative nominated or appointed), as the case may be, to committees of the Society as established by the Board; and
- (v) shall be entitled to other limited privileges of membership of the Society as determined by the Board from time to time.

(d) **Design Members:**

- (i) shall not be entitled to vote; and
- (ii) shall be entitled to limited privileges of membership of the Society as determined by the Board from time to time.

(e) **Allied Members:**

- (i) shall not be entitled to vote; and
- (ii) shall be entitled to limited privileges of membership of the Society as determined by the Board from time to time.

(f) **Life Members:**

- (i) will have the right to vote on all matters concerning the affairs of the Society and each Life Member shall be entitled to one (1) vote;
- (ii) shall be entitled to be nominated, or appointed, as the case may be, to committees of the Society as established by the Board; and
- (iii) shall be entitled to other limited privileges of membership of the Society as determined by the Board from time to time.

3.14 **Membership Entitlement** – Subject to the rights outlined herein, in the case of a voting Member, which is a firm, partnership, corporation or other Entity, each member of the firm or partnership and each director and/or officer of the corporation shall be eligible to attend Meetings of the Society, shall be entitled to hold office with the Society, shall enjoy the powers and privileges and shall be subject to all duties, obligations and responsibilities of a Member, except that only one (1) vote per Member (to the extent that Member has voting rights) shall be allowed and each firm, partnership or corporate Member will be required to nominate one (1) individual to exercise such voting rights.

3.15 **Members with Multiple Classifications** – Members cannot become a Member in more than one membership category at the same time.

3.16 **AWMAC National Membership** – To the extent required by AWMAC National, each Member of the Society shall also be a member of AWMAC National and shall furnish such information as may be required by AWMAC National from time-to-time. In addition, to the extent required by AWMAC National, the Society shall appoint a Person, who is a Member or representative of a Member who is eligible to sit on the National Board, to a position on the AWMAC National Board in accordance with the AWMAC National requirements (the "**AWMAC National Representative**"). The AWMAC National Representative will sit on the AWMAC National Board as a representative of the Society and as a board member of AWMAC National. Finally, in addition to the AWMAC National Representative, the Society shall appoint a Board member to be the GIS Representative (the "**GIS Representative**"). The GIS Representative must adhere to the requirements of this position as outlined and in place by the Society and AWMAC National from time-to-time.

3.17 **Membership Requirements** – It is a requirement that Members, to the extent applicable:

- (a) actively promote the Society and its objects and actively participate in the various aspects of the Society;
- (b) avoid conflicts of interest, including as outlined in any policies of the Society regarding the same;
- (c) use reasonable efforts to remain compliant with jurisdictional occupational health and safety requirements; and
- (d) do nothing which would bring the Society or the architectural woodworking industry into disrepute.

3.18 **Membership Designation** – The Society, at the discretion of the Board, retains the right to re-assign any Member's category of membership to another applicable category of membership should that Member no longer meet the requirements of that member category, but instead meets the requirements of another Member category in accordance with these bylaws.

3.19 **Assignment of Membership** – Membership with the Society is not assignable or transferrable and will remain with the initiating applicant Member until terminated under the provisions of these bylaws. A Member with multiple arms' length corporate entities cannot transfer membership between entities.

3.20 **Membership Ceasing** - A Member shall cease to be a Member upon:

- (a) that Member resigning their membership; or
- (b) in the instance of a natural Person Member, the death of that Member; or
- (c) revocation of membership by way of two thirds (2/3) vote of the Members; or
- (d) in the instance of a body corporate or other legal entity Member which is not an individual, the termination of the corporate existence or legal existence of that Member; or
- (e) a Member failing to pay their Membership Fees and dues (of any kind), in whole or in part, for a period of one hundred twenty (120) days unless otherwise excused by the Board; or
- (f) Membership being terminated by the Board in accordance with the provisions hereof, including as a result of misconduct as outlined herein or in any rules, policies or regulations of the Society, or as a result of a Board investigation.

3.21 **Voluntary Withdrawal of Member** - A Member may terminate its membership in the Society by providing written notice to the Society of its intent to withdraw.

3.22 **Membership Discipline** – The Board may terminate the membership of, suspend or discipline any Member of the Society by majority vote, including, without limitation, the suspension of the right to attend Meetings or vote on any manner, if:

- (a) in the opinion of the Board, the Member has ceased to carry on the form of business or activity which provided eligibility for membership;
- (b) in the opinion of the Board, the Member has refused or failed to comply with any of the requirements herein or any lawful direction or requirement of the Society;
- (c) in the opinion of the Board, the Member (or any of its representatives) has committed an act amounting to an offense against any policy or code of ethics of the Society, or against the established principles of the woodwork business, or where the conduct of the Member (or any of its representatives) is detrimental to the interest of the woodwork business, the Society or its Members;
- (d) a Member has been adjudged bankrupt or has made an assignment in favour of its creditors, or in the case of individual Members, such Member(s) have been convicted of an indictable offence;
- (e) in the opinion of the Board, the Member (or any of its representatives) has engaged in conduct warranting discipline following a Member complaint and investigation as outlined herein; or
- (f) the prescribed fees or dues of a Member remain unpaid in whole or in part for a period exceeding such amount of the time as the Board may permit.

3.23 **Fees On Suspension** – In the event that a Member is suspended, the Member shall, nevertheless, remain obligated to pay all its outstanding dues and assessments, which shall constitute a debt due and owing by the Member to the Society (or AWMAC National, as the case may be) and shall be recoverable as such.

3.24 **Member Complaints** – The Board may from time-to-time institute policies and procedures regarding Member complaints or investigations where there has been (a) a Member complaint from another Member or a third party; or (b) the Board has reason to believe there has been misconduct on behalf of a Member (or any of its representatives). Unless otherwise outlined in a Board policy or procedure, where a written complaint is made respecting a Member, the Member shall be given not less than thirty (30) days' written notice of the time and place for the consideration of the complaint and the nature thereof and such Member, subject to the complaint, shall be given an opportunity to attend and to hear full details of the complaint and shall be given a full opportunity to answer or defend the same, before the Board reaches a decision thereon or imposes any penalty, termination, discipline or suspension as noted herein. A Member shall comply fully with any investigations of the Board regarding complaints or infractions, including responding to written inquiries and providing such relevant documents as the Board may require. The Board may hire third parties or appoint investigators to assist in any investigation. The Board shall provide written reasons and a written report regarding any such complaints.

3.25 **Life Member** - In the event a Life Member begins deriving income from the Industry subsequent to being admitted as a Life Member, they must renounce their standing as a Life Member and all rights associated with the same for both (a) a minimum of twelve (12) months; and (b) until they no longer derive income from the Industry.

3.26 **Confidentiality** – Except to the extent required or permitted by law or with the consent of a Member, the Society will not disclose information regarding any Member to a third party.

3.27 **Reinstatement** – The Board may implement from time-to-time policies and procedures for the

reinstatement of any Member who has ceased to be a Member for any reason whatsoever. Except to the extent otherwise outlined by a Board policy, any Member who ceases to be a Member will be required to complete a full new membership application and comply with all membership approval processes outlined herein or required by the Board from time-to-time.

#### **ARTICLE 4 - MEMBERSHIP FEES**

4.1 **Fees Payable by Members** - Membership fees and dues for each class of Members for the upcoming year shall be fixed by majority vote of the Board. Fees can include, without limitation, (a) annual dues or fees; and (b) special assessments. Members shall promptly pay when due all fees and assessments. Notwithstanding the foregoing, to the extent the Board desires to (a) implement an increase in the annual dues or fees; or (b) implement a special assessment, such fee increase or special assessment requires approval by the Members by Ordinary Resolution. For any special assessment, the Board must also provide the membership with information or documentation on why the special assessment is required and what it is to be used for. For clarity, to the extent the annual dues or fees are not increased, no membership approval is required.

4.2 **Fees for AWMAC National** – As Members shall also be Members with AWMAC National, it is acknowledged that AWMAC National will, from time-to-time, set fees, dues and/or assessments on Members for and in relation to their corresponding membership with AWMAC National (the "**National Fees**"), with such fees, dues and/or assessments to be set in accordance with the bylaws and articles of AWMAC National. AWMAC National shall inform the Society of such fees, dues and assessments and the Society shall collect, on top of its own dues, fees and assessments, the National Fees and shall remit the same to AWMAC National.

4.3 **Calculation of Fees** – Dues, fees and assessments payable by Members to the Society and AWMAC National are a debt due to the Society (and AWMAC National, to the extent applicable) by the Members, are collectable as such, and are non-refundable.

#### **ARTICLE 5 - MEETINGS OF MEMBERS**

5.1 **Annual General Meeting** - The Annual General Meeting shall be held at such time and place, in accordance with the Act or Application of the Society, as the Board shall decide.

5.2 **Special Meetings** - The Board may, whenever it sees fit, convene a Special Meeting of the Members.

5.3 **Notice of Meetings** – Except as otherwise stated in the Bylaws or as required by the Act, written notice of the time and place of meetings of the Members and an agenda of the business to be transacted shall be given to each Member, as applicable, at least:

- (a) ten (10) days before the holding of a Special Meeting; and
- (b) twenty-one (21) days before the holding of an Annual General Meeting.

5.4 **Minimum Number of Annual General Meetings** – The Board shall cause at least one Annual General Meeting to be called each calendar year.

5.5 **Members Meetings** – In addition to all requirements herein, a Special Meeting of the Members shall be called by the Chair or Secretary upon receipt of a petition signed by no less than five (5) Members setting forth the reasons for calling such meeting.

5.6 **Quorum for Meetings** – A quorum for the transaction of business at any Meeting of Members shall consist of at least twenty-five (25%) of voting Members in good standing.

5.7 **Robert's Rules** – Except to the extent they are inconsistent with these Bylaws, in which case the Bylaws shall govern, the most current form of Robert's Rules of Order shall govern all meetings of both Members and the Board and shall be used and relied upon to the extent necessary.

## **ARTICLE 6 - PROCEEDINGS AT MEMBERS' MEETINGS**

6.1 **Meeting Agenda** - Other than at the Annual General Meeting, the agenda for a Special Meeting shall be that approved at the Meeting or as provided for in the notice of the Meeting. The agenda for the Annual General Meeting shall be as outlined in the notice of the Annual General Meeting.

6.2 **Proxy Voting** – To the extent permitted by the Act, a Member entitled to vote at (a) an Annual General Meeting of Members; or (b) a Special Meeting of Members at which a Special Resolution is to be passed may vote by proxy by appointing, in writing (whether electronic or otherwise), a proxyholder, and/or one or more alternative proxyholders, who are not required to be Members, 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:

- (a) a proxy is valid only at the Meeting in respect of which it is given or at the continuation of that Meeting after an adjournment;
- (b) a Member may revoke a proxy by providing notice in writing of the revocation to:
  - (i) the registered office of the Society no later than the last Business Day preceding the day of the Meeting, or the day of the continuation of that Meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the chairperson of the Meeting on the day of the Meeting or the day of the continuation of that Meeting after an adjournment of that Meeting; and
- (c) a proxyholder or an alternate 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 by way of ballot at the Meeting, to demand a ballot at the Meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.

6.3 **Tie** – In the event of a tie on a vote of the Members entitled to vote, the matter shall be considered defeated.

### 6.4 **Voting Procedure**

- (a) unless otherwise required by the Bylaws or pursuant to the Act or any other applicable law, any resolution put before the Members must be passed by Ordinary Resolution;
- (b) every question shall be decided in the first instance by a show of hands unless any Member demands a recorded vote; and
- (c) a declaration by the chairperson of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Society shall be sufficient evidence of the fact without proof of the number or proportion of the vote accorded in favour of or against such resolution.

6.5 **Conduct of Business at Meeting** - Business at all Meetings of the Members shall be conducted according to these Bylaws and the rules of order adopted by Ordinary Resolution of the Members.

6.6 **Resolutions from Floor** - Except as limited by the Act, a resolution may be submitted from the floor; however, for clarity, no decision requiring a Special Resolution may be submitted from the floor.

6.7 **Chairperson of Member Meetings** - The Chair shall preside at every meeting of the Members, but if the Chair is not present, or for any reason, the Chair refuses to preside, the Vice-Chair shall preside. In the absence of both the Chair and Vice-Chair, then those present at the Meeting shall appoint a chairperson to act at that meeting.

6.8 **Method of Member Voting** - Voting at a Meeting of the Members shall be by show of hands or electronic means, except if ballot is demanded by a Member entitled to vote at the Meeting. To the extent permitted by the Act, the Board may also permit absentee voting by mail or email so long as the form of voting enables votes to be gathered in a manner that permits their subsequent verification and permits the votes to be tallied anonymously. The Board may set the requirements regarding the amount of time prior to a meeting with respect to which any such ballots must be received.

6.9 **Virtual Meetings** – To the extent permitted by the Act, any Meeting of the Society may be held in person, electronically or through a combination of both. Members may both vote and participate electronically in Meetings, and such Members will be deemed to be present at such Meetings in person for the purpose of quorum and voting. The Board may, from time-to-time, and in accordance with the Act, determine how voting electronically will take place.

6.10 **Order of Business at the Annual General Meeting** – For guidance and not as a mandate, the order of business at the Annual General Meeting of the Society is generally as follows:

- (a) call to order;
- (b) roll call;
- (c) adoption of agenda;
- (d) adoption of minutes of previous Annual General Meeting;
- (e) business arising from minutes;
- (f) applications for membership;
- (g) welcome to new Members;
- (h) reading of bills and financial reports;
- (i) report of the Board;
- (j) report of committees (if any);
- (k) appointment of the Board;
- (l) appointment of the accountant for the year;
- (m) correspondence;
- (n) new business;
- (o) acknowledgement of sponsorship; and
- (p) adjournment.

## **ARTICLE 7 - BOARD OF DIRECTORS**

7.1 **The Board** – Subject to anything contained to the contrary in the Bylaws or the Act, the property and affairs of the Society shall be managed by the Board.

7.2 **Election of the Board of Directors** – Subject to the constating documents of the Society, the Board shall consist of such number of Directors as may be set by the Members from time by Ordinary Resolution, or, if so empowered by the Members by Ordinary Resolution, the Board shall determine the number of Directors.

7.3 **Term of Directors** – Unless otherwise determined by the Members by Ordinary Resolution, a term for a Director position shall be for a period of two (2) years from the date of election until the second Annual General Meeting following their election unless the Director resigns earlier or is removed by the Members by Ordinary Resolution. A Director may serve any number of terms as a Director.

7.4 **Makeup of Board** – To the extent possible based on available nominees, the Board shall consist of at least a simple majority of nominees and/or representatives of Manufacturer Members. The remaining Board positions may be filled by any Person or Entity eligible to sit on the Board.

7.5 **Nomination of Directors** – The Board may, from time to time, set such policies and requirements for the nomination of Directors as it desires, including creating nomination committees and/or requiring nominations to be made a certain period of time in advance of the Meeting at which the Directors are to be elected. In receiving nominations, the Board shall, to the extent possible, ensure that at least a simple majority of the total number of Directors of the Society will be nominees and/or representatives of Manufacturer Members. The Board shall use best efforts to encourage Manufacturer Members to submit nominees should the Board not receive sufficient nominations to meet such threshold.

7.6 **Election of Directors** – Unless otherwise determined by the Members by Ordinary Resolution, a Person who meets any qualification requirements, as set out by the Act and these Bylaws, to be a Director and who has been duly nominated, may be elected as a Director. Directors shall be elected by Ordinary Resolution of the Members upon the expiration of their term. In order to be eligible as a Director, a Person must be a Member or representative of a Member of the Society. The Members may, from time to time, set such requirements for the Board (such as that a certain number of Directors must be from, or be a representative of, certain classes of Members) as they deem fit by Ordinary Resolution.

7.7 **Situations Where Director is Deemed Not Be a Director** - A Director shall immediately cease to be a Director upon:

- (a) giving their resignation in writing to the Board;
- (b) their death;
- (c) removal by the Members by Ordinary Resolution;
- (d) being convicted of an indictable offence, in the event the majority of the Board decides to remove such Director as a result of such conviction; or
- (e) as otherwise outlined herein.

7.8 **Non-Attendance at Meetings** - Upon any Director failing to attend or to participate in three (3) consecutive meetings of the Board of which they had notice, unless the Board has specifically excused the Director from attendance, such Director shall cease to hold the position of Director.

7.9 **Filling Vacancies** – Upon a Director ceasing to be a Director prior to the end of their term for whatever reason, the Board shall be permitted, by majority vote, to fill that vacancy; however the Director appointed to fill that vacancy shall only serve until the scheduled end of the term of the Director whom they replaced.

7.10 **Powers of Board** - The Board may exercise all powers and do all acts, and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members, but subject nevertheless, to rules, not being inconsistent with either the Application or these Bylaws, which are made, adopted, revised or replaced from time to time by Members of the Society.

7.11 **Payment to Directors** – Directors may not receive salaries for their services as a Director. A Director may serve the Society in any other capacity and receive compensation for those services. A Director may be reimbursed for reasonable expenses incurred by him/her to attend a Society's meeting or to conduct business of the Society if approved by the majority of the Board in advance.

7.12 **Quorum** – A quorum of Directors is a majority of the Directors. In addition to the foregoing, of the Directors present, at least a majority must be nominees of Manufacturer Members in order for a quorum to be present.

7.13 **Votes to Govern at Meetings of the Board** – At all meetings of the Board, every question shall be decided by majority vote. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote in addition to an original vote.

7.14 **Action by Consent of Board Without Meeting** – Any action required or permitted to be taken by the Board may be taken without a meeting, and with the same force and effect as a unanimous vote of Directors, if all Members of the Board consent in writing, including by email or facsimile, to the action, Such consent may be given individually or collectively.

7.15 **Duties of Directors** – Directors shall discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Society.

7.16 **Policies** – The Board shall have the ability to, from time-to-time, create such policies and rules governing the affairs and conduct of the Society as the Board deems fit, including a code of conduct. Members must comply with all rules and policies. The Board may also, in its discretion, adopt such policies or rules as are in place or passed by AWMAC National, and Members must comply with all such policies.

7.17 **Insurance** – The Society shall at all times maintain, to the extent possible, director and officer insurance.

7.18 **Employees and Executive Director** – The Board may, from time to time, hire such employees as are required for the purposes of the Objects of the Society, including, without limitation, an executive director.

## **ARTICLE 8 - PROCEEDINGS OF BOARD MEETINGS**

8.1 **Frequency and Location of Board Meetings** - The meetings of the Board may be held at any time and place to be determined by the Chair in consultation with the Board, including virtually. Notwithstanding anything in the Bylaws to the contrary, the Board may set a schedule of Board meetings for a certain period or periods and, in such case, written notice of each such meeting is not required to be given to the Directors.

8.2 **Notice of Board Meetings** – Except as noted herein, written notice of the time and place of a meeting of the Board shall be given to each Director at least five (5) Business Days prior to the meeting. A Director may, at any time, waive notice in writing of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

8.3 **Chair Convening Meeting** - The Chair may convene a meeting of the Board.

8.4 **Voting Procedure** – Voting shall be by show of hands unless the majority of the Directors present and eligible to vote shall otherwise determine.

8.5 **Tie Vote** – In the event of a tie vote, the motion shall be declared lost.

8.6 **Recorded Votes** – Directors may request that their vote be recorded.



8.7 **Resolutions in Writing** – A resolution in writing, signed by all the Directors and deposited with the Chair, is as valid and effective as a resolution of the Board passed at a meeting of the Board.

8.8 **Electronic Means** – Board meetings may take place electronically, in person or through a mixture of both. Board members shall be permitted to attend Board meetings electronically.

8.9 **Conflict of Interest** – Subject to any Board policies dealing with this subject matter, a Director shall not vote on a matter in which that Director has a conflict of interest. Where a Director believes a conflict of interest on a given matter exists, that Director shall make that declaration at a meeting. The majority of the rest of the Directors in attendance at the meeting shall determine whether the Director in question shall be allowed to remain in attendance for that part of the meeting where the matter is discussed. In the event that a Director or Directors are asked to leave the room for part of the meeting due to the determination of a conflict, resolutions may be passed on the subject regarding such conflict by the majority of those remaining at the meeting.

## **ARTICLE 9 - CREATION OF CERTAIN BOARD OF DIRECTOR POSITIONS/ROLES**

### 9.1 **Chair and Vice-Chair**

- (a) The Chair of the Society shall be the President of the Society; and
- (b) The Vice-Chair of the Society shall be the Vice President of the Society.

9.2 **Restrictions on Board Positions** - No Person shall serve both as the Chair and Vice-Chair at the same time.

9.3 **Chair of the Board** - Without limiting anything contained in this Bylaw, the Chair shall:

- (a) preside over each meeting of the Board and of the Members, and in doing so, be the chairperson of such meetings;
- (b) vote on all matters before the Board (subject to the conflict of interest provisions);
- (c) be an ex-officio member of all committees of the Society that may be created from time to time. Notwithstanding the membership ex-officio of any committee:
  - (i) the Chair shall not have any voting rights at any committee meeting unless the Chair is appointed by the Board to be a member of the committee beyond its capacity as a member ex-officio; and
  - (ii) the Chair shall not be a chairperson of the committee unless the members of the committee agree that the Chair of the Board shall be the chairperson of the committee; and
- (d) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board.

9.4 **Vice-Chair of the Board** - The Vice-Chair shall:

- (a) have the powers of the Chair, in the absence or inability of the Chair to discharge its duties; and
- (b) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board.

## ARTICLE 10 - OFFICERS

10.1 **Appointment of Officer Positions** – The Board shall appoint Officers of the Society from within the Board for two (2) year terms, including, without limitation, the following Officers:

- (a) President;
- (b) Vice President;
- (c) Secretary; and
- (d) Treasurer.

Notwithstanding the foregoing, the Secretary and Treasurer may be the same Person. Further, if the Members so determine, the positions of President and Vice President may be elected by the Members as opposed to appointed by the Board.

10.2 **Restriction on Officer Positions** – The Board or the Members may, from time to time, set restrictions on Officer positions and require that certain Officer positions be filled by certain classes (or representatives of certain classes) of Members. The Board or the Members may also, from time to time, set progressions for Officer positions, such as requiring that the Vice President shall, to the extent they so desire, be appointed as the President at the end of the term of the President.

10.3 **Removal of Officers** – The Board, upon a majority vote of the Directors, may remove any Officer which the Board deems necessary. To the extent that the President and Vice President were elected by the Members rather than appointed by the Board, the President and Vice President shall only be removed by the Members.

10.4 **Remuneration** – No Officer shall be remunerated for their position, but Officers may be reimbursed for reasonable expenses incurred by him/her to attend a Society's meeting or to conduct business of the Society if approved by the majority of the Board in advance.

10.5 **Powers and Duties of President** – The President shall:

- (a) be President of the Society and subject to the authorities of the Board shall have supervision of the business and affairs of the Society and shall have such other additional powers and duties as the Board may specify from time to time;
- (b) attend at all meetings of the Board and committees of the Board and, if the Secretary is not present, either appoint a Board member to, or if they do not appoint a Board member to, be the recording secretary of the meeting and shall therefore enter or cause to be entered in records kept for that purpose, minutes of all proceedings at such meetings;
- (c) otherwise ensure that the Secretary or a recording secretary is present at such meetings and shall therefore enter or cause to be entered in records kept for that purpose, minutes of all proceedings at such meetings;
- (d) be the custodian of the corporate seal, if any, of the Society and shall have charge of all books, papers, reports, certificates, records, documents, registers and instruments belonging to the Society;
- (e) be responsible for registering or filing of, or causing to be registered or filed, all reports, certificates and all of the documents required by law to be registered or filed by the Society;
- (f) in the event of a vacancy of the Officer position of the Treasurer:
  - (i) keep or cause to be kept, proper accounting records in compliance with the Act and be responsible for the deposit of monies and other valuable effects of the Society in

the name and to the credit of the Society in such banks or other depositories as the Board may from time to time designate;

- (ii) be responsible for the disbursement of the funds of the Society; and
- (iii) render to the Board, whenever so directed, an account of all financial transactions and of the financial position of the Society;
- (g) give or cause to be given as and when instructed, all notice to Members, the Board, Officers, auditors and members of committees of the Board;
- (h) provide operational reports or other statements as to the affairs of the Board, as the Board may require from time to time;
- (i) certify any documents of the Society except when some other Officer or agent has been appointed for any such purpose;
- (j) ensure that the policies and programs of the Society are implemented;
- (k) advise and inform the Board on the operations and affairs of the Society; and
- (l) carry out any lawful direction of the Board from time to time.

10.6 **Powers and Duties of the Vice President** - The Vice President shall:

- (a) be subject to the control of the President;
- (b) in the case of the absence of or the inability of the President to conduct their duties, be vested with the powers and duties of the President; and
- (c) perform such additional duties as may be assigned by the Board.

10.7 **Powers and Duties of the Treasurer** - The Treasurer shall:

- (a) be subject to the control of the President;
- (b) render to the President and the Board whenever so directed an account of all financial transactions and of the financial position of the Society;
- (c) keep or cause to be kept proper accounting records in compliance with the Act and shall be responsible for the deposit of monies and other valuable effects of the Society in the name and to the credit of the Society in such banks or other depositories as the Board may from time to time designate;
- (d) be responsible for the disbursement of the funds of the Society;
- (e) render to the Board, whenever so directed, an account of all financial transactions and of the financial position of the Society; and
- (f) exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the Board or by the President.

10.8 **Powers and Duties of the Secretary** - The Secretary shall:

- (a) be subject to the control of the President;
- (b) be the recording secretary of all meetings at which the Secretary is present and enter or cause to be entered in records kept for that purpose, minutes of all proceedings at such

meetings, unless another Person has been appointed as recording secretary for that meeting; and

- (c) perform such additional duties as may be assigned by the Board.

10.9 **Signing Authority** – The signing authorities for the Society are as follows:

- (a) all Officers and Directors are eligible to be signatories on behalf of the Society;
- (b) the Board may appoint such other employees or representatives of the Society as signing officers as it deems fit;
- (c) all cheques, payments or electronic fund transfers must be signed and/or approved, as applicable, by two signing officers; and
- (d) the Board may, from time-to-time, implement such other policies regarding signing, electronic fund transfers or payments as it deems fit.

For clarity, unless otherwise required by the Act or a third party, the signing of documents on behalf of the Society may be completed in an electronic manner.

#### **ARTICLE 11 - COMMITTEES**

11.1 **Delegation of Board Powers** - The Board may delegate some, but not all, of its powers to committees as it deems fit. Notwithstanding the foregoing, the Board may not delegate final decision-making power to any committees, and all such decisions of committees must be ratified by the Board in order to be effective.

11.2 **Board Committees** - The Board may appoint standing or ad hoc committees that it deems necessary consisting of Directors and others and may assign duties and responsibilities to the committees that are not inconsistent with the Act and may make regulations governing their conduct.

11.3 **Committees Accountable to Board** - All such committees shall be accountable to the Society through the Board.

#### **ARTICLE 12 - AUDITOR**

12.1 **Annual Audit** – To the extent required by the Act or required by the Members by Ordinary Resolution, the Society shall appoint an auditor and the books and records will be audited annually as soon as possible after each fiscal year-end of the Society. If not required by the Act or the Members, audited financials are not required.

12.2 **Auditor Appointed at Annual General Meeting** – To the extent audited financials are required pursuant to Section 12.1, at each Annual General Meeting the auditor shall be appointed by the Members to hold office until they are re-elected, or their successor is elected at the next following Annual General Meeting.

#### **ARTICLE 13 - SEAL**

13.1 **Seal** - The Board may provide a seal for the Society, and it shall have power from time to time to change such seal.

13.2 **Seal Affixation** - The seal shall be affixed only when authorized by a resolution of the Board, and then only in the presence of the Persons prescribed in the resolution, or if no Persons are prescribed, in the presence of any two (2) Directors.

#### **ARTICLE 14 - FINANCIAL ACTIVITIES AND OPERATIONS**

14.1 **Fiscal Year of Society** - The fiscal year of the Society shall terminate on a day in each year to be fixed by the Board, and the financial statements of the Society's affairs for presentation to the Members at the Annual General Meeting shall be made up to that date.

14.2 **Borrowing** – To the extent permitted by the Act, and for the purpose of carrying out its Objects, the Society may, by special resolution of the Members as required by the Act, borrow, raise or secure money in such manner as it sees fit, and in particular by the issue of debentures.

#### **ARTICLE 15 - MINUTES**

15.1 **Minutes to be Entered** - The Directors shall cause minutes to be entered in books provided for the purpose of:

- (a) all appointments or elections of Officers;
- (b) all names of all Directors present at each meeting of the Directors; and
- (c) all resolutions and proceedings of meetings of the Members and of the Board.

15.2 **Minutes Endorsed by Chair** - Any minutes of the Members and the Board meetings, if signed or endorsed by the chairperson of that meeting or the Chair of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes. Notwithstanding the foregoing, and for clarity, the endorsement by the Chair of the minutes shall not substitute for the approval and adoption of the minutes by the Board or Members, as applicable.

#### **ARTICLE 16 - NOTICE**

16.1 **People Entitled to Notice of Meetings of Members** - Notice of any Meetings of Members shall be given to:

- (a) every Entity or Person shown on the register of Members as a Member on the day notice is given; and
- (b) the auditor, if appointed, in the case of an Annual General Meeting.

16.2 **Method of Providing Notice** - Any notice which is required or permitted to be given under these Bylaws shall be in writing and shall be:

- (a) delivered or mailed by regular mail to the address of the recipient, to whom is it intended, last known to the Society as recorded on its books or records;
- (b) sent by fax to the fax number of the recipient last known to the Society as recorded on its books or records; or
- (c) sent by electronic mail to the electronic mail address of the recipient last known to the Society as recorded on its books or records.

16.3 **Deemed Delivery of Notice**

- (a) Any notice delivered before 4:30 p.m. (local time) on a Business Day shall be deemed to have been received on the date of delivery.
- (b) Any notice delivered, sent by facsimile or by electronic mail after 4:30 p.m. (local time) on a Business Day or delivered on a day other than a Business Day, as the case may be, shall be deemed to have been received on the next Business Day. Any notice mailed by regular mail shall be deemed to have been received four (4) days after the date it is postmarked.

- (c) Further, if normal mail service is interrupted by strike, slow-down, force majeure or other cause after a notice has been sent by regular mail, such notice will not be deemed to be received until actually received. In the event that normal mail service is impaired at the time of sending a notice, then the other means of sending such notice shall be the only effective means of giving notice.

#### **ARTICLE 17 - INSPECTION OF BOOKS BY MEMBERS**

17.1 **Inspection of Books by Members** - Any Member may inspect the books and records of the Society at any time upon giving reasonable written notice to the Board and arranging a time satisfactory to the Chair or Vice-Chair, respectively. Each Director shall, at all times, have access to such books and records.

#### **ARTICLE 18 - CONDUCT**

18.1 **Use of AWMAC Standards** – Manufacturer Members must use the most current AWMAC Standards, by default, as their minimum quality guidelines for all work produced or completed that (a) does not have specific specifications or instructions outlined which vary from the AWMAC Standards; and/or (b) all work where the AWMAC Standards are referenced. Manufacturer Members should promote or encourage building to the AWMAC Standards where conflicting specifications or instructions are not in place or being used.

18.2 **Board Standards** – In addition to the AWMAC Standards, the Board may adopt or establish standards related to the Industry and architectural woodworking effective within, or exported from, the Regional Boundaries and Members must comply with the same.

18.3 **Adoption of AWMAC Standards** – The Society shall adopt all AWMAC Standards as released and made effective from time-to-time, and is deemed to have adopted all previous AWMAC Standards as were in place from time-to-time.

#### **ARTICLE 19 - BYLAWS**

19.1 **Alteration of Bylaws** – Except to the extent a higher threshold is required by the Act, these Bylaws may be amended by a Special Resolution of the Members.

19.2 **Standardized Bylaws** – The Society acknowledges that these Bylaws were prepared in conjunction with AWMAC National and the various other regional AWMAC chapters in order to create a standardized set of bylaws nationally. For this reason, the Society acknowledges that the intent of these Bylaws is to remain consistent among the various AWMAC chapters to encourage national standardization. As a result, the Society commits to not amending their Bylaws without first bringing forth any proposed amendments to AWMAC National and the other regional AWMAC chapters (or a committee thereof) and discussing the changes. To the extent possible, the Society will refrain from making changes to its Bylaws unless otherwise agreed unanimously amongst AWMAC National and the other regional AWMAC chapters.

#### **ARTICLE 20 - DISSOLUTION OF SOCIETY**

20.1 **Special Resolution to Dissolve** - The Society may only be dissolved by Special Resolution and in accordance with the Act.

20.2 **Funds on Dissolution** – Any funds remaining in the Society upon dissolution after all liabilities and other requirements of the Act have been satisfied, subject to any restrictions herein or in the Act, shall be distributed in accordance with and as determined by the Board. For clarity, any Member who ceases to have membership prior to any dissolution will have no claims to any assets of the Society.

**THESE BYLAWS DATED** effective this 31st day of March, 2022 and approved by Special Resolution of the Members of the Society on this 24th day of March, 2022.

**SCHEDULE "A"**

**Form of Proxy**

*Proxy*

*I, \_\_\_\_\_, being a member of the Architectural Woodwork Manufacturers Association of Canada - Ontario Chapter, hereby nominate, constitute and appoint \_\_\_\_\_, or in the absence of \_\_\_\_\_, \_\_\_\_\_ as my attorney, representative and/or proxy holder with full power and authority to attend, vote and otherwise act for me in my name and on my behalf at the annual (or special) meeting of shareholders of the Society, to be held at \_\_\_\_\_, on the \_\_\_\_ day of \_\_\_\_\_, A.D. 20\_\_ and at any and all adjournments thereof, with full power of substitution.*

*I hereby revoke all other proxies given which might be used in respect of such meeting and any and all adjournments thereof.*

*Given this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.*

*[Name of Member]*

*Per: \_\_\_\_\_*