

ARCHITECTURAL WOODWORK MANUFACTURERS ASSOCIATION OF CANADA**BYLAWS**

Approved by the Members of AWMAC by Special Resolution at a duly constituted and called Meeting held on June 11, 2022.

ARTICLE 1 - INTERPRETATION

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

- (a) "**Act**" means the *Canada Not-for-Profit Corporations Act*, SC 2009, c 23, 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 and the Articles;
- (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) "**Articles**" means the articles of AWMAC filed with the Federal Corporate Registrar from time to time;
- (e) "**AWMAC**" means the Architectural Woodwork Manufacturers Association of Canada;
- (f) "**AWMAC Standards**" means the most-current NAAWS, including all errata and new editions, as may be adopted by AWMAC from time to time by a vote of not less than seventy-five percent (75%) of the Board members who cast a vote at a duly called and constituted meeting of the Board where a quorum is present, and including such other manufacturing or woodworking standards as may be established by the Board and in place from time-to-time;
- (g) "**Board**" means the Board of Directors of AWMAC;
- (h) "**Business Day**" means a day other than a Saturday, Sunday or federal statutory holiday;
- (i) "**Bylaws**" means this bylaw and any other bylaws of AWMAC as may be approved and in force in accordance with the requirements of the Act, in each case, 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 AWMAC;
- (k) "**Chapter**" means one of the following provincial, territorial, or geographically approved chapters of AWMAC, as applicable, and including:
 - (i) Architectural Woodwork Manufacturers Association of Canada – Atlantic Chapter;
 - (ii) Architectural Woodwork Manufacturers Association of Canada (Québec Chapter) (AWMAC);

- (iii) Architectural Woodwork Manufacturers Association of Canada – Ontario Chapter;
 - (iv) A.W.M.A.C. – Manitoba Chapter Inc.;
 - (v) Architectural Woodwork Manufacturers Association of Canada – Saskatchewan Chapter, Inc.;
 - (vi) Architectural Woodwork Manufacturers Association of Canada Northern Alberta Chapter;
 - (vii) Architectural Woodwork Manufacturers Association of Canada Southern Alberta Chapter;
 - (viii) Architectural Woodwork Manufacturers Association of Canada British Columbia Chapter;
or
 - (ix) any other provincial, territorial or geographically approved Chapter of AWMAC that may be duly incorporated and recognized and approved by the Board as a regional AWMAC Chapter from time to time;
- (l) **"Chapter Board"** means the Board of Directors of a Chapter;
 - (m) **"Chapter Member"** means those members of a Chapter from time to time;
 - (n) **"Chapter Membership Fees"** means the fees, dues or assessments set by a Chapter for payment due by members of such Chapter from time to time;
 - (o) **"Design Member"** means such Persons or Entities which have been approved as Design Members under these Bylaws and the Articles;
 - (p) **"Directors"** means the Directors of AWMAC appointed from time to time, and a **"Director"** means one of them;
 - (q) **"Entity"** or **"Entities"** means a firm, corporation, partnership or other legal entity of any kind, but does not include a Person;
 - (r) **"Executive Director"** means a Person hired by AWMAC to act as its executive director;
 - (s) **"GIS"** means the Guarantee and Inspection Service;
 - (t) **"Guarantee and Inspection Service"** means a country-wide program of AWMAC that guarantees architectural woodwork meets or exceeds industry standards;
 - (u) **"Industry"** means the architectural woodwork industry in Canada, including as more particularly defined or outlined in the AWMAC Standards;
 - (v) **"Installer Member"** means such Entities which have been approved as Installer Members under these Bylaws and the Articles;
 - (w) **"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;

- (x) **"ISE"** means the Installer Standards Exam;
- (y) **"ISE Certification"** means the successful completion of the current ISE;
- (z) **"Life Member"** means such Persons who have been approved as Life Members under these Bylaws and the Articles;
- (aa) **"Manufacturer Member"** means such Entities which have been approved as Manufacturer Members under these Bylaws and the Articles;
- (bb) **"Manufacturer Standards Exam"** means the current series of questions to determine a Person's knowledge, 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;
- (cc) **"Manufacturing Facility"** means an architectural woodwork manufacturing facility that produces architectural woodwork products as defined by the current AWMAC Standards;
- (dd) **"Meeting"** means an Annual General Meeting or a Special Meeting of the Members of AWMAC, as the case may be;
- (ee) **"Members"** means those members of AWMAC from time to time;
- (ff) **"Membership Fees"** means the fees payable by Members to AWMAC in the manner set out in these Bylaws;
- (gg) **"MSE"** means the Manufacturer Standards Exam;
- (hh) **"MSE Certification"** means the successful completion of the current MSE;
- (ii) **"NAAWS"** means the most current North American Architectural Woodwork Standards;
- (jj) **"Objects"** means the objects and purposes of AWMAC in accordance with the Articles and these Bylaws;
- (kk) **"Officers"** means the Officers of AWMAC appointed or elected from time to time in accordance with these Bylaws and an **"Officer"** means one of them;
- (ll) **"Ordinary Resolution"** means:
 - (i) a resolution passed at a Meeting of AWMAC 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;

- (mm) **"Person"** means a natural person, including a natural person operating through a sole proprietorship;
- (nn) **"Regional Boundary"** means the Province, Territory, or such other geographically approved area of a Chapter, being the area within which the Chapter Members must conduct the majority of their business or be located;
- (oo) **"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;
- (pp) **"Special Resolution"** means:
 - (i) a resolution passed:
 - (A) at a Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than seventy-five percent (75%) 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 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;
- (qq) **"Supplier Member"** means such Entities which have been approved as Supplier Members under these Bylaws and the Articles; and
- (rr) **"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 AWMAC.

1.2 **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.

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

- (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, Canada;
- (b) to provide information and assistance to its Members and Entities or Persons dealing with the Industry, including design professionals, contractors and manufacturers;

- (c) to establish, promote and uphold quality architectural woodwork 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 AWMAC 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 AWMAC;
- (o) to raise funds in any way permissible by the Act to achieve the Objects of AWMAC. This includes accepting gifts, donations, grants, legacies, bequests and inheritances; and
- (p) to provide such further services as are, from time to time, deemed expedient for the protection and promotion of the best interests of the Industry.

1.4 **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.

1.5 **Conduct of AWMAC** - AWMAC shall conduct its activities without the purpose of personal gain for any of its Members, Directors or Officers, except as otherwise explicitly stated in the Bylaws or Articles. Any income or other assets of AWMAC shall be used in carrying out AWMAC's Objects or as otherwise outlined herein.

1.6 **Approvals** – To the extent any approval threshold for any decision or action as outlined in these Bylaws is met, the Members and/or Directors, as applicable, shall vote or sign such resolutions as may be required to meet

the requirements of the Act in relation to such decision or action.

ARTICLE 2 - MEMBERSHIP

2.1 **Membership** – Each Member of a Chapter who holds membership in a membership class also held by AWMAC as described herein and who is a Member in good standing with their Chapter, shall automatically become a Member of AWMAC in the same or corresponding category of membership such Member holds in their Chapter. Membership in a Chapter is subject to the articles and bylaws of the Chapter and AWMAC.

2.2 **Classes of Members** - The Membership of AWMAC shall consist of the classes set out in the Articles, with the classes of Membership including:

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

2.3 **Manufacturer Member** – Any reasonable Entity that operates a Manufacturing Facility producing architectural woodwork as defined by the AWMAC Standards that operates primarily within the Regional Boundary of a Chapter and which has been accepted as a Manufacturer Member of such Chapter shall become a Manufacturing Member with AWMAC 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 persons of authority who have oversight or authority over the Entity's Submittals referred to in Section 2.3(a) of these Bylaws, receive MSE Certification, and maintain or upgrade such MSE Certification as required by AWMAC.

2.4 **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 Regional Boundary of a Chapter and which has been accepted as a Supplier Member of a Chapter shall become a Supplier Member of AWMAC in accordance with these Bylaws.

2.5 **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 Regional Boundary of a Chapter and which has been accepted as an Installer Member of a Chapter shall become an Installer Member of AWMAC in accordance with these Bylaws. Installer Members must also have one or more owners, managers or persons of authority receive ISE Certification, and maintain or upgrade such ISE Certification as required by AWMAC.

2.6 **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 Regional Boundary of a Chapter and which has been accepted as a Design Member of a Chapter shall become a Design Member of AWMAC in accordance with these Bylaws.

2.7 **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 woodwork within the Regional Boundary of a Chapter and which has been accepted as an Allied Member of a Chapter shall become an Allied Member of AWMAC in accordance with these Bylaws.

2.8 **Life Member** – A Chapter, at its discretion, may grant a Person a Life Member membership as an expression of appreciation for distinguished services. Any such Person shall also become Life Members of AWMAC in accordance with these Bylaws. Except as otherwise noted herein, Life Members must not actively derive income from the Industry and must have previously been a voting Member of AWMAC, 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 AWMAC or a Chapter where such payments are compensation for acting as an AWMAC Certified GIS Inspector and providing quality inspections on behalf of AWMAC or a Chapter using the AWMAC Standards;
- (b) payments directly from AWMAC or a Chapter where such payments are in relation to providing expert opinions, reports or consultations on behalf of and as requested by AWMAC or a Chapter; and/or
- (c) payments directly from AWMAC or a Chapter where such payments are compensation for providing such other limited services to or on behalf of AWMAC or a Chapter in such manner and fashion as may be requested by AWMAC or a Chapter from time to time.

2.9 **Recording of Members** – AWMAC 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 Chapter of which each Member is a member;
- (c) the current residential (for Persons who are Members) and business address (for Entities which are Members) of each Member;
- (d) an email address for each Member;
- (e) 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
- (f) 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 AWMAC and their Chapter with such updated information in writing so that AWMAC may keep their records up to date. To the extent they fail to do so, AWMAC shall not be held liable for the Member failing to receive any information or notifications.

2.10 **Member in Good Standing** – A Member shall be in good standing so long as they are actively participating in the Objects of AWMAC, abiding by AWMAC's Bylaws and policies, paying all Membership Fees and Membership Fees and remain in good standing with their Chapter.

A Member shall not be in good standing if they fail to pay their Membership Fees and dues (of any kind) or Chapter Membership Fees and dues (of any kind) for a period of more than sixty (60) days, if they are suspended in accordance with the terms hereof or if they fail to abide by AWMAC's Bylaws and policies as determined by the Board, including actively participating in the Objects of AWMAC.

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 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 AWMAC, 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.

2.11 **Membership Ongoing** - Membership in AWMAC, subject to ongoing membership in a Chapter, is ongoing, non-transferable and does not require affirmation by the Members or the Board once a Member has been approved.

2.12 **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 AWMAC, 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 AWMAC, including Board positions, in accordance with these Bylaws;
 - (iii) shall be entitled to be nominated, or appointed, (or have a representative nominated or appointed), as the case may be, to committees of AWMAC as established by the Board;
 - (iv) may participate in and receive all benefits of the GIS program; and
 - (v) shall be entitled to all other privileges of membership of AWMAC 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 AWMAC, 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 AWMAC, including Board positions, in accordance with these Bylaws;
 - (iii) shall be entitled to be nominated, or appointed, (or have a representative nominated or appointed), as the case may be, to committees of AWMAC as established by the Board; and
 - (iv) shall be entitled to other limited privileges of membership of AWMAC 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 AWMAC, 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 AWMAC, including Board positions, in accordance with these Bylaws;
 - (iii) shall be entitled to be nominated, or appointed, (or have a representative nominated or appointed), as the case may be, to committees of AWMAC as established by the Board; and
 - (iv) shall be entitled to other limited privileges of membership of AWMAC 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 AWMAC 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 AWMAC 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 AWMAC, 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 AWMAC as established by the Board; and
- (iii) shall be entitled to other limited privileges of membership of AWMAC as determined by the Board from time to time.

2.13 **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 AWMAC, shall be entitled to hold office with AWMAC, 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. Each firm, partnership or corporate Member will be required to nominate one (1) individual to exercise such voting rights.

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

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

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

2.16 **Membership Designation** – A Member's category of membership in AWMAC is subject to any re-assignment to their membership category in their Chapter. The Chapter, at the discretion of the Chapter Board, retains the right to re-assign any Chapter Member's membership category to another appropriate membership category should that Chapter Member no longer meet the requirements of that membership category but instead meets the requirements of another membership category in accordance with the Chapter's respective bylaws and articles. For clarity, a Member's membership category in AWMAC shall be re-assigned to the same membership category as in their Chapter immediately upon re-assignment in the Chapter. To the extent AWMAC does not have a corresponding membership category, the Board will determine the closest corresponding category which AWMAC maintains to re-assign the Member.

2.17 **Assignment of Membership** – Membership with AWMAC 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.

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

- (a) that Member resigning their Membership with their Chapter; or
- (b) that Member being removed as a Member of their Chapter in accordance with the bylaws or articles of the Chapter; or
- (c) in the instance of a natural Person Member, the death of that Member; 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) or Chapter 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 the Chapter Board, in each case as applicable.

2.19 **Voluntary Withdrawal of Member** - A Member may terminate its Membership in AWMAC by providing written notice to AWMAC of its intent to withdraw. A Member may only terminate its Membership with AWMAC if it also terminates its Membership with the Member's Chapter.

2.20 **Membership Discipline** – Membership discipline and the responsibility shall rest primarily with the Chapter of which a Member is a member. Should a Chapter choose to discipline a Chapter Member, the Board shall implement corresponding discipline on the Member in relation to their status as a Member of AWMAC, including but not limited to the termination of, suspension or discipline of any Member, including the suspension of their right to attend Meetings or vote on any matter. Should AWMAC become aware of the conduct of a Member that the Board believes warrants discipline (including any conduct in violation of any policies or procedures of AWMAC), AWMAC may refer such conduct to the appropriate Chapter for investigation and possible discipline in accordance with its policies and procedures. In the event any disciplinary action permitted by the Board herein requires approval of the Members to enact pursuant to the Act, the Members shall vote their Membership interests in support of the same.

2.21 **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 AWMAC (and/or their Chapter, as the case may be) and shall be recoverable as such.

2.22 **Life Member** - In the event a Life Member begins deriving income from the Industry after 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.

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

2.24 **Reinstatement** – Any Member which has its Membership terminated and is subsequently reinstated by a Chapter shall be reinstated as a Member of AWMAC.

ARTICLE 3 - MEMBERSHIP FEES

3.1 **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.

3.2 **Fees for the Chapter** – Members shall also be Chapter Members, and it is acknowledged that the Chapter will, from time to time, set Chapter Membership Fees, with such fees, dues and assessments to be set in accordance with the bylaws and articles of the Chapter.

3.3 **Fees Collected by the Chapter** – Upon determination, Membership Fees in AWMAC shall be communicated to the relevant Chapters of which a Member is a member, and the Chapter shall collect the Membership Fees on top of the Chapter Membership Fees and shall remit the same to AWMAC in accordance with AWMAC policies and procedures. In the event the relevant Chapter, for whatever reason, fails to collect the Membership Fees, the Membership Fees shall be a debt due and owing to AWMAC and may be collected as the same.

3.4 **Calculation of Fees** – Notwithstanding the foregoing or anything in these Bylaws to the contrary, dues, fees and assessments payable by Members to AWMAC are a debt due to AWMAC by the Members, are collectable as such, and are non-refundable.

ARTICLE 4 - MEETINGS OF MEMBERS

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

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

4.3 **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) seven (7) days before the holding of a Special Meeting; and

- (b) twenty-one (21) days before the holding of an Annual General Meeting.

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

4.5 **Members Meetings** – In addition to all requirements herein, a Special Meeting of the Members shall be called by the Chair or Vice-Chair upon receipt of a petition signed by at least ten percent (10%) of voting Members in good standing, setting forth the reasons for calling such meeting.

4.6 **Quorum for Meetings** – A quorum for the transaction of business at any Meeting of Members shall consist of at least twenty percent (20%) of voting Members in good standing.

4.7 **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 5 - PROCEEDINGS AT MEMBERS' MEETINGS

5.1 **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.

5.2 **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 proxy holder, and/or one or more alternative proxy holders, 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 AWMAC 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 proxy holder or an alternate proxy holder 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 proxy holder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands.

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

5.4 **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;
- (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 AWMAC 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; and
- (d) to the extent permitted by the Act, the Board may 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 before a meeting with respect to which any such ballots must be received.

5.5 **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.

5.6 **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.

5.7 **Chairperson of Member Meetings** - The Chair shall preside at every meeting of the Members; however, if the Chair is not present or 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.

5.8 **Virtual Meetings** – To the extent permitted by the Act, any Meeting of AWMAC may be held in-person, electronically or through a combination of both in-person and electronic means. 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. From time to time, the Board may, and in accordance with the Act, determine how voting electronically will take place.

5.9 **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 AWMAC 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) reading of financial reports;
- (g) report of the Board;
- (h) report of committees (if any);

- (i) appointment of the Board;
- (j) appointment of the accountant for the year;
- (k) correspondence;
- (l) new business;
- (m) acknowledgement of sponsorship; and
- (n) adjournment.

ARTICLE 6 - BOARD OF DIRECTORS

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

6.2 **Election of the Board of Directors** – Subject to the constating documents of AWMAC, the Board shall consist of such number of Directors as may be set by the Board from time to time by Ordinary Resolution. In no instance shall the number of Directors be set such that each Chapter cannot nominate a Director to the Board in accordance herewith.

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

6.4 **Makeup of Board** – The Board shall consist of one (1) representative nominated by each Chapter. The Members shall elect such nominees in accordance with the terms of these Bylaws. To the extent a Chapter does not provide a nominee, the existing Board may nominate an individual representing a Manufacturer Member to the Board in place of the Chapter's representative. To the extent, a Chapter subsequently desires to nominate a representative, the replacement Board member nominated by the Board instead of the Chapter representative shall resign (or be removed by the Members) and be replaced by the Chapter's nominated representative if so elected in accordance with the Bylaws.

6.5 **Chapter Nomination of Directors** – Each Chapter shall submit, at least two (2) months prior to the Annual General Meeting of AWMAC, its nomination of an individual representing either a Manufacturer Member, Installer Member or Supplier Member of that Chapter as a Director of AWMAC.

6.6 **Board Nomination of Directors** – The Board may submit, at least two (2) months prior to the Annual General Meeting of AWMAC, its nomination for one or more individuals representing either a Manufacturer Member, Installer Member or Supplier Member of a Chapter as a Director of AWMAC.

6.7 **Manufacturer Member Majority** – In receiving nominations, the Board shall, to the extent possible, ensure that at least a simple majority of the total number of Directors of AWMAC will be representatives of Manufacturer Members. If the total number of Manufacturer Member representatives is less than a simple majority, then the Board may request one or more Chapters to nominate a Manufacturer Member if their nominee is of a different membership category. The Board shall use best efforts to encourage Manufacturer Members to submit nominees should the Board not receive sufficient nominations to meet such threshold.

6.8 **Election of Directors** – 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 by the Board or a Chapter in accordance herewith, shall be elected as a Director.

6.9 **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) removal by the members of the Chapter who nominated the Director;
- (e) 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
- (f) as otherwise outlined herein.

6.10 **Non-Attendance at Meetings** - Upon any Director failing to attend or participate in three (3) consecutive meetings of the Board of which they had notice, and unless the Board has specifically excused the Director from attendance, such Director shall automatically cease to hold the position of Director. In addition, should any Director fail to attend at least eighty percent (80%) of Board meetings during one (1) term of their directorship, such Director shall automatically cease to hold the position of Director.

6.11 **Filling Vacancies** – Upon a Director ceasing to be a director prior to the end of their term for whatever reason, the Chapter who nominated such Director shall be entitled to nominate a replacement Director. To the extent the Chapter fails to do so, 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.

6.12 **Powers of Board** - The Board may exercise all powers and do all acts, and things as AWMAC 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 AWMAC.

6.13 **Payment to Directors** – Directors, may not receive salaries for their services as a Director. A Director may serve AWMAC in any other capacity and receive compensation for those services. A Director may be reimbursed for reasonable expenses incurred by them to attend an AWMAC meeting or to conduct the business of AWMAC if approved by the majority of the Board in advance.

6.14 **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 for a quorum to be present.

6.15 **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 cast a vote in addition to an original vote.

6.16 **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 e-mail or facsimile, to the action, Such consent may be given individually

or collectively.

6.17 **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 AWMAC.

6.18 **Policies** – The Board shall have the ability to, from time to time, create such policies and rules governing the affairs and conduct of AWMAC as the Board deems fit, including a code of conduct. Members and Directors must comply with all policies and rules in order to remain in good standing as a Member of AWMAC. The Board may also, in its discretion, adopt such policies or rules as are in place or passed by Chapters, and Members must comply with all such policies and rules.

6.19 **Insurance** – AWMAC shall at all times maintain, to the extent possible, Director and Officer insurance.

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

ARTICLE 7 - PROCEEDINGS OF BOARD MEETINGS

7.1 **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. In such case, written notice of each such meeting is not required to be given to the Directors.

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

7.3 **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 before 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.

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

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

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

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

7.8 **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.

7.9 **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. If a Director or Directors is 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.

7.10 **Role of Nominated Directors** – Notwithstanding anything in these Bylaws to the contrary, no Director shall be in a conflict of interest simply due to that Director's membership with a Chapter. Notwithstanding the foregoing, in acting as a Director of AWMAC, each Director must act in the capacity as Director of AWMAC and, accordingly, must make decisions in the best interests of AWMAC as required by law, and not as a representative of their nominating Chapter. Directors shall be permitted to bring forward issues and perspectives from their respective Chapters, but all decisions as Directors of AWMAC shall be made in the best interest of AWMAC and all of its Members.

ARTICLE 8 - OFFICERS

8.1 **Appointment of Officer Positions** – The Board shall appoint Officers of AWMAC 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 instead of appointed by the Board.

In addition to the above, the Board may, in its discretion, appoint the outgoing President into an Officer role entitled "Past President", but is not obligated to do so. Additionally, the Board may, from time to time, appoint such other Officers as they so desire in accordance with and as permitted by the Act.

8.2 **Chair and Vice-Chair**

- (a) The Chair of AWMAC shall be the President of AWMAC.
- (b) The Vice-Chair of AWMAC shall be the Vice President of AWMAC.
- (c) No Person shall serve both as the Chair and Vice-Chair at the same time.

8.3 **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 particular 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.

8.4 **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.

8.5 **Remuneration** – No Officer shall be remunerated for their position, but Officers may be reimbursed for reasonable expenses incurred by them to attend an AWMAC meeting or to conduct the business of AWMAC if approved

by the Board in advance.

ARTICLE 9 - DUTIES OF PRESCRIBED OFFICERS

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

- (a) be President of AWMAC and subject to the authorities of the Board, and authorities set by the Board, have supervision of the business and affairs of AWMAC and shall have such other additional powers and duties as the Board may specify from time to time;
- (b) attend at all, and preside over, each meeting of the Board and of the Members, and in doing so, be the chairperson of such meetings;
- (c) vote on all matters before the Board and the Members in accordance with the Bylaws and the Act and subject to the conflict of interest provisions;
- (d) attend at all committees of the Board as an ex-officio member unless the Chair is appointed by the Board to be a member of the committee beyond its capacity as an ex-officio member;
- (e) not be a chairperson of a committee unless the members of the committee agree that the President of the Board shall be the chairperson of the committee;
- (f) if the Secretary is not present at a meeting of the Board, a meeting of the Members, or a meeting of a Board Committee, 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;
- (g) 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;
- (h) in the event of a vacancy of the Officer positions of the Treasurer or Secretary, fulfill the duties of the Treasurer as required by the Bylaws, Act, or as set by the Board;
- (i) 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;
- (j) provide operational reports or other statements as to the affairs of the Board, as the Board may require from time to time;
- (k) certify any documents of AWMAC except when some other Officer or agent has been appointed for any such purpose;
- (l) ensure that the policies and programs of AWMAC are implemented; and
- (m) advise and inform the Board on the operations and affairs of AWMAC.

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

- (a) 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;

- (b) in the event of a vacancy of the Officer positions of the Treasurer or Secretary, and if assigned by the President, fulfill the duties of the Treasurer as required by the Bylaws, Act, or as set by the Board; and
- (c) exercise such other powers and authority and shall perform such other duties as prescribed by the Board.

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

- (a) 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 AWMAC in the name and to the credit of AWMAC in such banks or other depositories as the Board may from time to time designate;
- (b) be responsible for the disbursement of the funds of AWMAC;
- (c) render to the Board, whenever so directed, an account of all financial transactions and the financial position of AWMAC;
- (d) in the event of a vacancy of the Officer position of the Secretary, fulfill the duties of the Secretary as required by the Bylaws, Act, or as set by the Board; and
- (e) exercise such other powers and authority and shall perform such other duties as prescribed by the Board.

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

- (a) be the custodian of the corporate seal, if any, of AWMAC and shall have charge of all books, papers, reports, certificates, records, documents, registers and instruments belonging to AWMAC except when some other Officer or agent has been appointed for any such purpose;
- (b) 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 AWMAC;
- (c) 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
- (d) exercise such other powers and authority and shall perform such other duties as prescribed by the Board.

9.5 **Signing Authority** – The signing authorities for AWMAC are as follows:

- (a) all Officers and Directors are eligible to be signing officers on behalf of AWMAC;
- (b) the Board may appoint such other employees or representatives of AWMAC as signing officers as it deems fit;
- (c) all cheques, payments or electronic fund transfers must be signed and 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 AWMAC may be completed electronically.

ARTICLE 10 - COMMITTEES

10.1 **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 committee, and the Board must ratify all such decisions of committees to be effective.

10.2 **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.

10.3 **Committees Accountable to Board** - All Board committees shall be accountable to the Board.

ARTICLE 11 - ANNUAL REVIEW OR AUDIT ENGAGEMENT

11.1 **Annual Review or Audit Engagement** – To the extent required by the Act or required by the Members by Ordinary Resolution, AWMAC shall appoint a public accountant as required by the Act. The books and records will be reviewed or audited by the public accountant annually as soon as possible after each fiscal year-end of AWMAC. If not required by the Act or the Members, audited financials are not required.

11.2 **Public Accountant Appointed at Annual General Meeting** – To the extent reviewed or audited financials are required pursuant to Section 11.1, at each Annual General Meeting, the Members shall appoint the public accountant to hold office until they are re-elected, or their successor is elected at the next following Annual General Meeting.

ARTICLE 12 - SEAL

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

12.2 **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 13 - FINANCIAL ACTIVITIES AND OPERATIONS

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

13.2 **Borrowing** – To the extent permitted by the Act, and for the purpose of carrying out its Objects, AWMAC may, by a majority vote of the Board, borrow, raise or secure money in such manner as it sees fit, and in particular by the issue of debentures.

13.3 **Disclosure** – Subject to the Act, AWMAC shall provide the Members with the financial statements and documents required by the Act, including Section 172(1) of the Act.

ARTICLE 14 - MINUTES

14.1 **Minutes to be Entered** - The Directors shall cause minutes to be entered in books provided for:

- (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 the Board.

14.2 **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 15 - NOTICE

15.1 **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 or public accountant, if appointed, in the case of an Annual General Meeting.

15.2 **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 AWMAC as recorded on its books or records; or
- (b) sent by electronic mail to the recipient's electronic mail address last known to AWMAC as recorded on its books or records.

15.3 **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 by hand or sent by email after 4:30 p.m. (local time) on a Business Day or delivered by hand or sent 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 its postmarked date.
- (c) Further, if regular 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 received. If standard mail service is impaired when sending a message, then the other means of sending such

notice shall be the only effective means of giving notice.

ARTICLE 16 - INSPECTION OF CORPORATE RECORDS

16.1 **Inspection of Corporate Records** - A Member may inspect the books and records of AWMAC, in accordance with the Act, 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 17 - CONDUCT

17.1 **Use of AWMAC Standards** – Manufacturer Members must use the 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 (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.

ARTICLE 18 - BYLAWS

18.1 **Alteration of Bylaws** – These Bylaws or Articles may be amended by an Ordinary Resolution of the Members, except for the following, which must be amended by a Special Resolution of the Members in accordance with the Act, or any other matters which the Act may require, from time to time, be approved by Special Resolution:

- (a) change the name of AWMAC;
- (b) change the province in which AWMAC's 's registered office is situated;
- (c) add, change or remove any restriction on the activities that AWMAC may carry on;
- (d) create a new class of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class of Members or add, change or remove any rights and conditions of any such class;
- (g) divide any class of Members into two or more classes and fix the rights and conditions of each class;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) increase or decrease the number of the minimum of or maximum number of Directors fixed by the articles;
- (j) change the statement of the purpose of AWMAC;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of AWMAC;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;



- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision permitted by the Act to be set out in the articles.

ARTICLE 19 - DISSOLUTION OF AWMAC

19.1 **Special Resolution to Dissolve** - AWMAC may only be dissolved by Special Resolution and in accordance with the Act.

19.2 **Funds on Dissolution** – Any funds remaining in AWMAC upon dissolution after all liabilities and other requirements of the Act have been satisfied, subject to any restrictions herein, in the Act or the Articles, 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 AWMAC.

THESE BYLAWS DATED effective this ____ day of _____, 2022 and approved by Special Resolution of the Members of AWMAC on this ____ day of _____, 2022.



SCHEDULE "A"

Form of Proxy

Proxy

I, _____, being a member of the ARCHITECTURAL WOODWORK MANUFACTURERS ASSOCIATION OF CANADA 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 members of the Architectural Woodwork Manufacturers Association of Canada 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 adjournments thereof.

Given this ____ day of _____, 20____.

[Name of Member]

Per: _____