



PROVINCE OF ONTARIO

"CONSTITUTION"

ARCHITECTURAL WOODWORK MANUFACTURERS ASSOCIATION OF CANADA - ONTARIO CHAPTER

*Approved by members at the AWMAC Ontario Chapter Annual General Meeting
on February 26, 2015*

1. The name of the Association is "ARCHITECTURAL WOODWORK MANUFACTURERS ASSOCIATION OF CANADA - ONTARIO CHAPTER", the abbreviated form shall be "AWMAC – Ontario Chapter" and this association shall be registered under the proper federal and provincial agencies in the required manner.
2. The purposes of the Association are:
 - 2.1. To promote the interests of persons, partnerships and corporations engaged in the business of supplying, manufacturing and installing architectural woodwork products and similar products within, and/or exporting from, the province of Ontario.
 - 2.2. To provide information and assistance to its members and to persons dealing with the trade, including design authorities and contractors.
 - 2.3. To establish ethical business standards and uniform trade practices within the trade.
 - 2.4. To assist in all ways in the improvement of public relations.
 - 2.5. To promote close liaison between members and their suppliers.
 - 2.6. To secure uniformity in usage, custom and trade conditions.
 - 2.7. To assist members of the Association in developing and expanding better employee-employer relationships.
 - 2.8. To formulate and encourage an educational program for the training of architectural woodwork employees so that the industry may benefit from improved methods and increased skills.
 - 2.9. To provide such further services as will, from time to time, be deemed expedient for the protection and promotion of the best interests of the membership.

3. The operations of the Association are to be carried on throughout the province of Ontario with the head office in the province of Ontario. This provision is unalterable.

BY-LAWS ARTICLE I - MEMBERSHIP

1.1 MANUFACTURER MEMBERSHIP

- 1.1.1 Membership may be granted to a person (sole proprietor), partnership or corporation that operates a facility that manufactures architectural woodwork as defined by AWMAC Architectural Woodwork Standards, at the discretion of the Board of Directors.
- 1.1.2 Manufacturer members shall be entitled to one (1) vote at Annual General Meetings or any such meetings called by the Board of Directors.

1.2 ASSOCIATE MEMBERSHIP

- 1.2.1 Membership may be granted to a person (sole proprietor), partnership or corporation that provides materials and/or services for the architectural woodwork manufacturing industry, at the discretion of the Board of Directors.
- 1.2.2 Associate members shall be entitled to one (1) vote at Annual General Meetings or any such meetings called by the Board of Directors.

1.3. DESIGN AUTHORITY MEMBERSHIP

- 1.3.1 Membership may be granted to a person (sole proprietor), partnership or corporation engaged in design or specification of architectural woodwork, at the discretion of the Board of Directors.
- 1.3.2 The person (sole proprietor), partnership or corporation must be a member in good standing of their respective professional association.
- 1.3.3 Design Authority Members shall not be eligible to vote at Annual General Meetings or any such meetings called by the Board of Directors.

1.4 LIFE MEMBERSHIP

- 1.4.1 Membership may be granted to a person as an expression of the Association's appreciation for distinguished services, at the discretion of the Board of Directors. This person will no longer be engaged in the manufacture, supply or installation of architectural woodwork for financial gain.
- 1.4.2 There will be no fees or dues attached to Life Membership.

1.4.3 Life Members shall be entitled to one (1) vote at Annual General Meetings or any such meetings called by the Board of Directors.

1.5 ALLIED MEMBERSHIP

1.5.1 Membership may be granted to a person (sole proprietor), partnership or corporation that is engaged in industries related to architectural woodwork, at the discretion of the Board of Directors. Such membership categories may be created by the Board of Directors including, but not limited to, the following sub-categories:

- a) Allied Membership – Media
- b) Allied Membership – Education

1.5.2 Allied members shall not be entitled to vote at Annual General Meetings or any such meetings called by the Board of Directors.

1.6 MEMBERSHIP APPLICATION

1.6.1 Application for all types of membership will be in writing, submitted on Application Forms provided by the Association and forwarded through the Chapter office to the Membership Committee.

1.6.2 The Membership Committee will review all applications and will submit a report and recommendation to the Board of Directors.

1.6.3 The Board will vote to accept or not accept the application.

1.6.4 A previous member may re-apply for membership 2 years after the date of previous membership denial, resignation or termination.

1.7 MEMBERSHIP REPRESENTATION

1.7.1 Representatives of member companies must be duly authorized to represent the member company.

1.8 MEMBER DUES, FEES AND ENTITLEMENTS

1.8.1 Membership dues are set by the Board of Directors at its discretion.

1.8.2 Special fees are determined by the Board of Directors at its discretion.

1.8.3 Any member two months (60 days) in arrears from the date of any dues, assessments or fees will automatically be deprived of the rights and benefits of the Association, will be considered a member not in good standing and will not be entitled to a vote.

1.9 MEMBER ATTENDANCE

1.9.1 The AWMAC membership culture is based on participation. A member who has not attended at least one meeting, educational seminar,

social event or other such gathering of members in the previous calendar year without just reason or cause will forfeit the participation fee and may not be granted renewal of membership, at the discretion of the Board of Directors.

1.10 MEMBER NOTIFICATION

1.10.1 Members will be notified of Annual General Meetings either by direct mail or other electronic means as determined by the Board of Directors at least 14 calendar days in advance.

1.11 MEMBERSHIP TERMINATION

Membership in the Association will cease:

- 1.11.1 By voluntary written resignation, addressed to the President. No resignation will be accepted unless the resigning member will be, at the time, in good standing with dues fully paid.
- 1.11.2 By delinquency. When dues remain unpaid for one hundred and twenty (120) calendar days, a motion to terminate the delinquent member's Membership will be made at the next meeting of the Board of Directors. A member whose dues, assessments or fees are unpaid for two months (60 days) in arrears will automatically be deprived of the rights and benefits of the Association, will be considered a member not in good standing, and will not be entitled to a vote.
- 1.11.3 By violation of the by-laws and the rules of the Association, including any Code of Conduct. If any member violates the by-laws of the Association, that member may be subject to measures provided for by these by-laws, up to and including termination of membership.
- 1.11.4 Upon the dissolution, receivership, undocumented name change, without notification of name change, restructuring or sale of a member corporation.

1.12 NO RIGHTS TO ASSETS

- 1.12.1 Except in the event of the Association being cancelled, wound-up, or dissolved, a member losing membership in the Association will forfeit all claims to any accumulated monies in the Treasury of the Association.
- 1.12.2 In the event of the Association being cancelled, wound-up, or dissolved, a member in good standing that paid a membership fee would be entitled to a proportionate claim of funds after all liabilities and debts of the Association are paid.

1.13 MEMBERSHIP ASSIGNMENT

- 1.13.1 Membership in AWMAC is not transferable or assignable and will remain with the original applicant member until terminated under the provisions of these bylaws.

ARTICLE II - ASSOCIATION STRUCTURE

2.1 BOARD OF DIRECTORS

- 2.1.1 The property and business of the Association will be managed and conducted by the Board of Directors. The Board shall be comprised of eleven (11) directors, of which seven (7) will be manufacturer members and four (4) will be associate members, each of whom shall be a Manufacturer or Associate member in good standing of the Association.
- 2.1.2 The Board shall consist of a President, Vice President, Past President and eight (8) additional Directors who, except for the Past President, will be elected by the members of the Association at each Annual General Meeting.
- 2.1.3 The President, Vice President and Past President will serve two (2) year terms. The other 8 directors, with the exception of the National Director, are elected for a minimum of a one (1) year term. Renewal terms are annual and at the discretion of the Board of Directors and not to exceed four (4) consecutive years.
- 2.1.4 For the sake of continuity, the AWMAC National Director position, if so required, is appointed for a minimum of a one (1) year term. Renewal term for the AWMAC National Director is annual and continuous at the discretion of the Board of Directors.
- 2.1.5 Retiring directors shall be eligible for re-election within the provisions of these By-laws after a minimum of two (2) years from the date of their term ending.
- 2.1.6 No person will be qualified to be elected as a Director unless he/she is then a Manufacturer or Associate member of the Association in good standing, and a Director will immediately cease to hold office upon resignation or expulsion from the Association.
- 2.1.7 The Board of Directors will have the power to appoint all officers or agents of the Association and prescribe their duties and fix their compensation.
- 2.1.8 If any member of the Board of Directors is absent from 50% or more meetings within 12 months without reasonable cause or cancels or resigns their membership, that Board Member may be removed from the Board by a vote of the Board of Directors, who then declare his/her office vacated and may appoint a successor from qualified members of the Association who are in good standing, in his/her place to hold office, until the next Annual General Meeting of the Association.

- 2.1.9 A director may be removed from office by vote of the Board of Directors and another director may be elected from qualified members of the Association who are in good standing, or appointed by ordinary resolution and vote by the Board of Directors, to serve during the balance of the term.
- 2.1.10 Meetings of directors may be held at such time and place as the Board may, from time to time, determine, on at least two (2) days' notice, given by facsimile, telephone or electronic means.
- 2.1.11 A Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time provided that all directors participating in the meeting consent to such communication.
- 2.1.12 Meetings of directors may be held without formal notice if all directors are present or if those absent have waived their right to notice and signified their consent to the meeting to be held in their absence, provided a meeting quorum is represented.
- 2.1.13 Six directors shall form a quorum for the transaction of business, which must include at least one Associate member and four Manufacturer members.
- 2.1.14 Questions arising at any meeting of directors shall be decided by majority vote of the directors present at such meetings, each director having one vote.
- 2.1.15 In the event of an equality of votes, the Chair shall have a second and casting vote.
- 2.1.16 If the voting is seven (7) Manufacturer members vs. four (4) Associate members, the Associate members may at their discretion exercise a VETO. If a VETO is exercised, then a vote shall be taken by all members at a special meeting to resolve the VETO.
- 2.1.17 The directors including the President, Vice-President and Past President shall receive no remuneration for their services but may be reimbursed for their travelling or other expenses on the business of the Association at the discretion of the Board of Directors.
- 2.1.18 A director who is in any way directly or indirectly interested, involved or implicated in a contract or transaction with the Association other than expenses provided in Section 2.1.17; or a proposed contract or transaction; shall make advanced disclosure to the Board of Directors and as required by the applicable law. The remaining Board of Directors by regular vote may request such director to not attend any part of the meeting of directors or vote on any resolution to approve any such contract or transaction.
- 2.1.19 A director who is in any way directly or indirectly interested, involved or implicated in a complaint as outlined in Article 10 with the Association shall make the disclosure to the Board of Directors and as required by the applicable law, and no such director shall attend any part of the meeting of directors or vote on any resolution regarding such complaint.

2.2 OFFICERS OF THE ASSOCIATION

- 2.2.1 The Officers of the Association will consist of the President, Vice President and Past President who will hold office for two (2) years commencing at the close of the Annual General Meeting, and who, except for the Past President, will be elected by the members at the Annual General Meeting by a ballot vote. These officers will serve without compensation.
- 2.2.2 The President will preside at all meetings of the members and at the Board of Directors meetings, and will be general supervisor of the Association under the Board of Directors.
- 2.2.3 The Vice-President will perform the duties and have the powers of the office of President in the absence of the President.
- 2.2.4 The Past President will perform an advisory role, as well as perform the duties and have the powers of the office of President in the absence of both the President and the Vice President.

2.3 COMMITTEES

- 2.3.1 The Directors may constitute, determine the responsibilities and maintain standing committees from time to time and as determined by the Board of Directors. Each committee will have a chairperson appointed by the President. Committees will have a minimum of two persons.

ARTICLE III

3. MEETINGS

- 3.1 The Annual General Meeting of the members of the Association will be held within ninety (90) calendar days of fiscal year end at such place as may be determined by the Board of Directors. Notice, in writing or electronically, of such a meeting will be sent to each member of the Association at least fourteen (14) calendar days before the meeting.
- 3.2 Ordinary General Meetings of the Association and meetings at the discretion of the Board of Directors may be held from time to time. Notice of such a meeting will be sent to each member of the Association or Board of Directors at least fourteen (14) calendar days before the meeting.
- 3.3 Special meetings of the members and Directors may be called by the President or by any three Directors of the Association within fourteen (14) calendar days written notice thereof provided that the notice identifies the particular business to be transacted at such special meeting.

- 3.4 Twenty percent (20%) of the voting membership will constitute a quorum for the transaction of any business by the members of any meeting. However, there will not be less than ten (10) voting members at the meeting.
- 3.5 All elections and all other business to be transacted at either a meeting of the members or of the Directors will be decided by a majority vote of those present unless stated otherwise in these by-laws. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 3.6 Where written notification has been provided to members fourteen (14) calendar days in advance of meetings along with the proposed wording of resolutions and motions to be voted upon, a vote by proxy is allowed. In all other circumstances, voting by proxy is not permitted.

ARTICLE IV

4. NOMINATIONS AND ELECTIONS

- 4.1 At least thirty (30) calendar days before the Annual General Meeting of each year, the President will select and appoint a Nominating Committee which will promptly meet and select a slate of candidates for all Directors and elective offices of the Association. The Committee will submit its report to the President at least fourteen (14) calendar days prior to the date of the Annual General Meeting and a copy of such report will be made available to all voting members of the Association at that time.
- 4.2 Further nomination for any such Directors and elective offices may be made from the 'floor' at the Annual General Meeting.
- 4.3 Where more than one candidate is nominated for any Director or elective office, the election with respect to such position will be by written ballot, with the count thereof to be made and certified to by the Election Committee to be appointed by the President and the Board of Directors.
- 4.4 Each Life, Manufacturer and Associate Member in good standing is entitled to one vote per Member.

ARTICLE V

5. AMENDMENTS

- 5.1 The Constitution and By-Laws may be amended, repealed or added to by special resolution at a special meeting of the Association, provided:
 - 5.1.1 That a notice of the proposed amendment or repeal be sent in writing to each of the members at least fourteen (14) calendar days

in advance of the date of said regular meeting, with said notice to contain a text of the proposed amendment or repeal.

- 5.1.2 Proposed amendment or repeal to be passed and approved by a vote of at least 75% of the members present at the meeting.
- 5.1.3 A special resolution means a resolution that is submitted to a special meeting of the members of the corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least 75% of the members present at the meeting.

ARTICLE VI

6. EXERCISE OF BORROWING POWERS

- 6.1 For the purpose of carrying out the objectives of the Association, the Directors may borrow or raise or secure the payment of money on behalf of the Association in such a manner as they see fit, and in particular by issue of debentures; provided that such debentures will not be issued without the sanction of a special resolution of the Association.

ARTICLE VII

7. THE SEAL

- 7.1 The Common Seal of the Association will be under the control of the Directors and will be kept at the office or chief place of business of the Association.

ARTICLE VIII

8. AUDIT AND RECORD INSPECTION

- 8.1 The registered auditor of the Association will be appointed by the members at the Annual General Meeting each year and will hold office until the next Annual General Meeting. The Directors may fill any casual vacancy in the office of Auditor for the balance of any year and may fix the remuneration of the registered auditor from time to time, if any. The registered auditor will prepare a report to the members and Directors of the Association in sufficient time to be available at the Annual General Meeting each year.

- 8.2 The Directors will determine, from time to time, whether and to what extent and at what time and place and under what conditions the accounts and books of the Association will be open to the inspection of members of the Association. No member will have any right of inspection of any account or book or document of the Association except as conferred by law or otherwise by the Directors or by ordinary resolution of the members whether previous notice thereof has been given or not.
- 8.3 The financial year of the Association ends on December 31st in each year or on such other date as the board may from time to time determine.

ARTICLE IX

9. SOCIETY AFFILIATIONS

- 9.1 The Board of Directors will have the authority to negotiate an affiliation with other Associations but must have all actions ratified or confirmed by the members before any final decisions are made.

ARTICLE X

10. CONDUCT AND COMPETENCE

10.1 RULES AND STANDARDS

- 10.1.1 Members must abide by the by-laws and the rules of the Association, including any Code of Conduct.
- 10.1.2 The Board may adopt or establish standards relating to the business of supplying, manufacturing and installing architectural woodwork products in or exporting from, the province of Ontario.
- 10.1.3 Members must observe standards adopted or established by the Association, unless work outside of such standards has been specified or is otherwise required.
- 10.1.4 The Association shall be deemed to have previously adopted, and shall continue to adopt at the discretion of the Board of Directors, the AWMAC Architectural Woodwork Standards or any such Standards that were or may be published and amended from time to time.
- 10.1.5 Members must not engage in misconduct or any other act prejudicial to the Association, including but not limited to engaging in unethical business practices, and providing services in a manner falling below standards adopted or established by the Association.
- 10.1.6 Members must abide by the laws and regulations that govern the Province of Ontario and Canada.

10.2 COMPLAINTS

10.2.1 In this Article,

- (a) "Complaint" means an allegation of improper conduct by a member which has been made in writing, which is signed by the complainant, and which has been delivered to the Association.
- (b) "Improper conduct" includes any failure by a member to abide by the association's By-Laws or its Code of Conduct.
- (c) member includes a former member.

10.2.2 The Board of Directors, at its discretion, will deem the complaint valid or inappropriate or outside its jurisdiction. In the case the Board deems the complaint valid, the Board will perform an investigation.

10.3 INVESTIGATIONS

10.3.1 The Board of Directors will investigate the matters raised by a complaint and may appoint persons to investigate on its behalf.

10.3.2 A member must cooperate fully in an investigation by all available means including, but not limited to, responding fully and substantively to queries in any form specified by the Board of Directors, providing relevant documents including those requested by the Board, providing or assisting in giving access to a project site, and meeting with the Board of Directors.

10.3.3 The Board of Directors must deliver a request to the member who is subject of an investigation to provide it with any information regarding the matters raised by the complaint that the member believes the Board should consider.

10.3.4 The Board of Directors shall document the investigation in a written report and shall determine actions, if required, including, but not limited to, suspension or termination of membership, fines, impose limits or conditions or additional actions as deemed appropriate.

10.3.5 Where the Board of Directors' actions involve costs, the Board may order that the member reimburse the Association for those costs.

10.4 COMPLIANCE MEASURES

10.4.1 Where the Board of Directors take action under by-law 10.3.4, it shall deliver notice of that action to the member/non-member, and deliver a summary of that action to the complainant.

10.4.2 A member who is not in good standing

(a) may not receive a Guarantee and Inspection Service Guarantee Certificate,

(b) shall be deprived of all rights and benefits of the Association, and

(c) shall be subject to such further restrictions, limits or conditions as the Board may establish through rules.

10.5 **PUBLICATION**

10.5.1 At the discretion of the Board of Directors, it may publish notice to the public of that termination by such means as the Board may establish from time to time.

10.6 **DEEMED RECEIPT OF DOCUMENTS**

10.6.1 Any notice required to be sent to any Member or Director or to the auditor shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given then to the latest address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.