



## BY-LAW NO.9

A By-Law Relating Generally to  
the Conduct of the Affairs of the  
Lumber and Building Materials  
Association of Ontario





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## **BY-LAW NO. 9**

### **A By-Law Relating Generally to the Conduct of the Affairs of The Lumber and Building Materials Association of Ontario, Incorporated**

WHEREAS The Lumber and Building Materials Association of Ontario Incorporated (the "Association") was incorporated by Letters Patent issued by the Lieutenant-Governor of Ontario on the 20<sup>th</sup> day of May, 1920, and amended by Supplementary Letters Patent dated the 9<sup>th</sup> day of June, 1972;

AND WHEREAS the Association wishes to revise its by-law respecting the conduct of the affairs of the Association;

BE IT ENACTED as a by-law of the Association as follows:

### **1. INTERPRETATION**

1.1 In this By-law and all other by-laws and resolutions of the Association unless the context otherwise requires:

- (a) the singular includes the plural;
- (b) "Association" means The Lumber and Building Materials Association of Ontario, Incorporated or its legal successor;
- (c) "Board" means the board of directors of the Association;
- (d) "Corporations Act" means the Not-For-Profit Corporations Act, 2010, S.O. 2010 c. 15 as amended, and any statute amending or enacted in substitution, from time to time;
- (e) "Documents" includes deeds, mortgages, charges, conveyances, transfer and assignments of property, real or personal, immoveable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments or shares, bonds, debentures or other securities and all paper writings.

1.2 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Association.

### **2. REGISTERED OFFICE**

The registered office of the Association shall be in the City of Mississauga, in the Region of Peel, in the Province of Ontario; and at such place therein as the Board may from time to time determine.

### **3. FINANCIAL YEAR**

The financial year of the Association shall terminate on the 30<sup>th</sup> days of September in each year or on such other date as the Board may from time to time by resolution determine.

## **4. MEMBERSHIP**

### **4.1 Classes of Membership**

There shall be four (4) classes of membership in the Association:

- (a) Retail members;
- (b) Supplier Members;
- (c) Honorary Membership;
- (d) Buying Group Membership;

### **4.2 Eligibility**

#### **(a) Eligibility for Retail membership**

Retail membership in the Association shall be open to such individuals, corporations or other entities engaged in Canada in the retail building supplies, renovation products, special category and hardlines business and who are operating independent building materials and/or hardware stores providing the consuming public with adequate inventory and service in such business.

#### **(b) Eligibility for Supplier Membership**

Supplier membership in the Association shall be open to such individuals, corporations, or other entities as are engaged in the business of manufacturing, distributing or selling products or services primarily to building materials and hardlines dealers.

#### **(c) Eligibility for Buying Group Membership**

Buying Group Members shall be open to the buying groups or co-operatives who have members that are engaged in Ontario in the retail building supplies, renovation products, special category and hardlines business and who, in the opinion of the Board of Directors of the Association, are operating independent building materials and/or hardware stores providing the consuming public with adequate inventory and service in such business.

### **4.3 Membership Approval**

Retail Member, Supplier Member, and Buying Group Members, shall become a member after:

- (a) submitting an application to the Association on the form established by the Association,
- (b) being admitted by the Board as a member; and
- (c) submitting payment of the membership fee to the Association.

#### 4.4 Honorary Membership

An honorary member shall be:

- (a) each person who has held the position of Past Chairperson and whom shall become an honorary member upon taking office of Past Chairperson; and
- (b) those persons admitted by the Board of Directors from time to time who are or have been a Voting Representative of any Retail Member or a Supplier Member and who in the opinion of the Board have provided important and distinguished service on behalf of the Association or its Members.

#### 4.5 Dues

The membership fees payable by Retail Members, Supplier Members and Buying Group Members shall be those amounts fixed by a two-thirds majority vote of the Board.

No membership fees shall be levied against an Honorary Member.

Membership fees paid in a financial year are applicable to that financial year only, unless otherwise clearly stated and appropriately allocated to the financial year in question. Membership fees are non-refundable.

#### 4.6 Economic Value of Membership

Membership in the Corporation shall have no economic value. Members shall not be entitled to compensation on termination of Membership in the Association.

#### 4.7 Termination of Membership

- (a) Members may resign from the Association by a resignation in writing addressed to the Association. Such resigning member shall remain liable for payment of any assessment or other sum levied or which became payable to the Association prior to the Member's resignation.
- (b) Any member who fails to meet the eligibility requirements for membership or who at any time fails to pay such membership fees within the time established by the Association shall automatically cease to be a member of the Association.
- (c) Nothing herein shall prevent any such member from being re-instated as a member by the Board once the Member meets the eligibility criteria and has paid the outstanding membership fees.
- (d) Any member may be expelled from the Association for cause by a two-thirds vote taken by ballot of the members present and eligible to vote at an annual or other Special Meeting of members.

#### 4.8 Voting

Retail Members, Supplier Members and Honorary Members shall be entitled to vote in any proceedings of the Association.

Buying Group Members shall not be entitled to vote in any proceedings of the Association, except as required by the Corporations Act.



#### 4.9 Voting Representative

Each Member that is not an individual may authorize an individual (a “Voting Representative”) to exercise all the powers of that Member on its behalf.

#### 4.10 Record Date

The Board shall by resolution establish in advance a time and date, at least thirty (30) days in advance of any meeting of the members, as the record date for the determination of those members entitled to notice of and to vote at the members’ meeting. Any person who is not a member as of the record date is not entitled to notice of or to vote at the meeting for which the record date has been established.

#### 4.11 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter or thing related to or connected with the Association, unless specifically provided for in the Corporations Act.

### **5. MEETINGS OF THE MEMBERSHIP**

#### 5.1 Annual Meeting

The Annual Meeting of the members shall be held each year, at a time, place and date determined by the Board for the transaction of the following business:

- (a) approval of the minutes of the previous Annual Meeting;
- (b) receiving reports of the activities of the Association during the preceding year, the annual financial statements and the report of the auditors;
- (c) the appointment of auditors for the current year;
- (d) the election of such directors as are to be elected at such Annual Meeting;
- (e) transaction of any other business, which is pertinent to the interest of the membership and which may properly come before the Annual Meeting.

#### 5.2 Special Meeting

A Special Meeting of the membership may be called at any time by a majority of the Board or by the President or by requisition of the Members as set out in the Corporations Act. The business to be transacted at a Special Meeting shall be limited to that specified in the notice calling the meeting.

#### 5.3 Notice

##### (a) Meetings

Notice of the Annual or Special Meeting shall include the agenda and time and place of meeting and shall be sent to members, directors and auditor or person appointed to conduct a review engagement no less than ten (10) days and not more than fifty (50) days prior to the meeting.

(b) Special Meeting

Notice of Special Meetings shall include the agenda, the resolution(s) to be voted on and time and place of meeting and shall be sent to members, directors and auditor or person appointed to conduct a review engagement no less than ten (10) days and not more than fifty (50) days prior to the meeting.

(c) Address of Members

For the purpose of sending notice to any member, the address shall be its last address recorded on the books of the Association.

(d) Error or Omission Notice

No error or omission in giving notice of any Annual or Special Meeting or any adjourned meeting, whether Annual or General, shall invalidate such a meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### 5.4 Quorum

A quorum for an Annual or Special Meeting shall be the presence of twenty (20) members eligible to vote either present in person or represented by proxy. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time to which to adjourn, or to take a recess.

#### 5.5 Voting Procedures

A majority of votes cast by members entitled to vote, unless otherwise required by the Corporations Act or the by-laws of the Association, shall decide every question proposed for consideration at a meeting of members. In the case of an equality of votes, the Chairperson presiding at the meeting has a second or casting vote.

At all meetings of members, every question shall be decided by a general show of hands, unless a specific count or unless a ballot is required by the Chairperson or requested by any member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or a ballot is requested or required, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

When by the Board, Members may vote by mail, telephonic or electronic means provided that the votes may be verified as having been made by the members and the corporation is not able to identify how each Member voted.

#### 5.6 Proxies

Every member entitled to vote at meetings of members may, by means of a proxy, appoint a person who need not be a member as its nominee, to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or its attorney authorized in writing, and ceases to be valid after the meeting for which the proxy is given or the adjournment of such meeting. Subject to the requirements of the Corporations Act, a proxy may be in such form as

the Board may from time to time prescribe or in such other form as the Chairperson of the meeting may accept as sufficient and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. In this regard, the Board shall have the option to pass a resolution to fix a time not exceeding forty-eight (48) hours (excluding Saturdays and holidays) preceding an Annual or Special Meeting, before which time proxies to be used at that meeting must be deposited with the Association. Any period of time so fixed shall be specified in the notice calling the meeting. Proxy forms are to accompany notices of meetings of members.

#### 5.7 Adjournments

Any Annual or Special Meeting of the Association may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meetings from which such adjournment took place. If the adjournment is for less than thirty (30) days no notice shall be required of any such adjourned meeting, other than at the meeting at which the adjournment is announced.

Such adjournment may be made notwithstanding that no quorum is present.

#### 5.8 Chairperson

In the absence of the Chairperson and the Vice-Chairperson, the members entitled to vote present at any meeting of members shall choose another director as Chairperson and, if no director is present or if all the directors present decline to act as Chairperson, the members present shall choose one of their number to be Chairperson.

### 6. BOARD OF DIRECTORS

#### 6.1 Composition

The affairs of the Association shall be managed by a Board, which will be composed of a minimum of thirteen (13) and a maximum of nineteen (19) with the caveat that there be at least one (1) more retailer than supplier director on the board

#### 6.2 Change in Number

The Association may by special resolution increase or decrease the number of its directors.

#### 6.3 Term of Office

Elected directors shall hold office until the first Annual Meeting after election to office or until his or her successor has been elected and qualified. The Board shall be retired at each Annual Meeting, but may be re-elected if otherwise eligible.

#### 6.4 Vacancies

Any vacancy occurring on the Board except for the director position held in ex-officio capacity by the Past Chairperson, may, as long as there is a quorum of directors in office, be filled for the remainder of the term by the directors then in office.

## 6.5 Termination

### (a) Removal for Cause

Eligible voting members of the Association may, by a resolution passed by a majority of the votes cast at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

### (b) Absenteeism

Unless otherwise determined by the Board, the absence of a director from three (3) consecutive regular Board meetings shall be deemed to be a resignation of the said director from the Board.

### (c) Resignation

A director of the Board may resign his or her directorship by submitting a letter of resignation to the Chairperson of the Association.

## 6.6 Eligibility

A Director must be:

- (a) eighteen (18) or more years of age, and
- (b) not been found, under the *Substitute Decisions Act, 1992*, under the *Mental Health Act* or by any court in Canada or elsewhere, to be incapable of managing property; and
- (c) not have the status of bankrupt.

A Director shall be eligible for election for seven (7) consecutive terms of one year each, which may be extended at the discretion of the board.

## 6.7 Board Responsibilities

The Board shall be responsible to the membership for the management and conduct of all affairs of the Association. Board members should also be prepared to support and actively participate in as many Association offerings as practicable.

## 6.8 Board Meetings

### (a) Regular Board Meetings

Except as otherwise required by law, the Board may hold meetings at such place or places as the Chairperson or, in his or her absence, a Vice-Chairperson, may from time to time determine.

The Board shall meet not less than three (3) times per year.

If all the directors of the Association present at or participating in the meeting consent, a director may participate in a meeting of the Board by means of conference telephone or other such communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting, provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

(b) Special Board Meetings

Special Board Meetings may be called by the Chairperson or a Vice-Chairperson in the absence of the Chairperson or on the petition to the President by any three directors. Business transacted at a Special Board meeting shall be limited to that specified in the notice calling the meeting.

(c) Notice of Board Meetings

Notice shall be communicated to all directors at least one (1) week in advance of the meeting, unless all directors agree to the calling of a meeting on shorter notice or the Board meeting is held on a regular day or date each month or immediately following a meeting of the members of the Association. Notice may include a tentative agenda in the case of a regular meeting and shall specify the business to be conducted in the case of a special meeting. No formal notice of any directors' meeting shall be necessary if all the directors are present, or if those absent, have signified their consent to the meeting being held in their absence.

(d) Error in Notice

No error or omission in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

(e) Adjournment of Board Meetings

Any Board meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meetings from which such adjournment took place. No notice shall be required of any such adjournment, if the time and place of the continued meeting is announced at the adjourned meeting.

Such adjournment may be made notwithstanding that no quorum is present.

(f) Quorum

A quorum shall be the smallest whole number that is not less than a majority of directors. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time to which to adjourn or to take a recess.

(g) Voting Rights

Each director, including the Chairperson, present at the meeting shall be entitled to one vote. In the case of an equality of votes, the Chairperson, in addition to his or her original vote, shall be a second or casting vote. There shall be no proxy voting.

(h) Voting Procedures

A majority of votes of the directors present shall decide every question.

Every question shall be decided in the first instance by a show of hands for those physically present at the meeting, and by asking each individual to verbally say “Yea” or “Nay” to the resolution, for those participating by conference telephone or other communications facilities, unless a ballot is demanded. A declaration by the Chairperson that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes accorded in favour or against such motion.

6.9 Remuneration

Directors shall serve without remuneration and no director shall indirectly or directly receive any remuneration, salary or profit from the position of director or for any service rendered to the Association, provided that directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

6.10 Conflict of Interest

Every director or Officer of the Association who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest in accordance with the Corporations Act.

6.11 Indemnification of Directors

Every director of the Association and his or her heirs, executors, administrators and estate and effects respectively, shall from time to time be indemnified and saved harmless by the Association from and against:

- (a) all costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suite or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution or the duties of his or her office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

Provided that no director of the Association shall be indemnified by it in respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in breach of any duty or responsibility

imposed upon him under the Corporations Act, or under any statute unless, in an action brought against him in his or her capacity as a director, he had achieved complete or substantial success as a defendant.

The Association may purchase and maintain such insurance for the benefit of its directors as the Board may from time to time determine.

#### 6.12 Confidentiality

Every director, officer and employee of the Association shall respect the confidentiality of matters brought before the Board, keeping in mind that unauthorized statements could adversely affect the interests of the Association. No director of the Association shall disclose any matters discussed or resolved at meetings of the Board of the Association, without the prior approval of the Board. The Chairperson and the President will be the authorized spokespersons for the Association and, in addition, the Board may give authority to one or more directors, officers or employees of the Association to make statements to the news media or public about specific matters brought before the Board.

### 7. OFFICERS

#### 7.1 Senior Officers

The Senior Officers (Executive) of the Association shall be composed of the Chairperson, Vice Chair, Past Chair and three (3) members of the Board. The Chairperson can be either a Retail or Supplier member. Non-owners must supply a letter from an authorized signing authority of the company indicating their approval of said employee to be Chair of the Association. The President of the Association will be on the Executive Committee in a non-voting ex-officio position.

No person may hold more than one office.

#### 7.2 Election

The Senior Officers (excepting the President) shall be elected by the Directors at the first meeting of the Board after the election of Directors at an Annual Meeting.

#### 7.3 Term of Office

Senior Officers, excepting the President, shall hold office for one year terms until the next Annual Meeting after election.

The President shall retain his office as long as he is employed by the Association as President.

#### 7.4 Number of Terms and Transition of Officers

- (a) The Executive Members shall not hold the same office for more than five (5) consecutive years, unless extended by the board.
- (b) It is expected that the Vice-Chairperson shall be elected for two (2) one year terms following which the Vice-Chairperson shall be elected as Chairperson.
- (c) It is expected that the Chairperson shall be elected for two (2) one year terms, following which the Chairperson shall be elected Past-Chairperson.

- (d) The Past-Chairperson shall hold his/her office until such time as the current Chairperson vacates the office as Chairperson and assumes the office of Past-Chairperson. In the event the Past-Chairperson is unable to serve, the Board may elect one additional Executive member to serve as a Senior Officer until such time as the current Chairperson assumes the office of Past-Chairperson.
- (e) The Board may by resolution choose not to elect the Officers for the terms and positions as set out in this section.

#### 7.5 Termination of Senior Officers

- (a) Removal for Cause

The Board may, by resolution, remove any Senior Officer before the expiration of his or her term of office.

- (b) Resignation

A Senior Officer of the Association may resign his or her office by submitting a letter of resignation to the Chairperson of the Association.

#### 7.6 Vacancies of Senior Officers

If a vacancy occurs in the office of Chairperson or if for any reason the Chairperson is no longer able to act in that capacity, a Vice-Chairperson is authorized to act and to assume all responsibilities of the office of Chairperson.

A meeting of the Board shall be held within four (4) weeks for the purpose of electing a new Chairperson.

Vacancies in other offices shall be filled by the directors for the balance of the unexpired terms from amongst those eligible to serve.

#### 7.7 Chairperson

The Chairperson shall:

- (a) represent the Association to the public;
- (b) preside at all meetings of the membership and act as Chairperson of the Board and the Executive Committee;
- (c) exercise general supervision over all Association activities in accordance with policies determined by the Board;
- (d) be a member ex-officio of all Committees except the Nominating Committee.

#### 7.8 Vice-Chairperson

The Vice-Chairperson will assume the duties of the Chairperson in the absence for any reason, of the Chairperson;

The Vice-Chairperson will carry out such duties as are assigned by the Board of the Chairperson.



## 7.9 Secretary and Treasurer

The President will also carry out the functions of the offices of Secretary and Treasurer and in this regard will:

- (a) exercise general supervision over the financial administration of the Association;
- (b) ensure that full and accurate accounts of all receipts and disbursements are maintained;
- (c) ensure that all monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks as may be directed by the Board;
- (d) ensure the disbursement of funds in accordance with the direction of the Board;
- (e) ensure the submission of the books of account for audit at the close of the financial year and present the audited financial statements to the membership at the Annual Meeting of members;
- (f) ensure that Association records are regularly and properly kept and all business is conducted in accordance with any applicable statute or law, the Articles and By-Laws and further policies and procedures established by the Board;
- (g) ensure the maintenance of accurate records of all Annual and Special Meetings of members, Board meetings and Executive Committee meetings and control of all correspondence and shall receive all reports of the Committee Chairpersons and present reports, statements, budgets or surveys required by the Board, Committees or outside agencies and be the custodian of the Association's Documents;
- (h) be a member ex-officio of all Committees of the Board (with no power to vote) with the privilege of designating a substitute; and
- (i) carry out such duties as are assigned by the Board or the Chairperson.

## 7.10 President

- (a) The President shall be the chief administrative officer of the Association and shall be appointed by the Board on the recommendation of the Executive Committee and shall be responsible to the Board for the direction and management of the affairs of the Association. The President shall conduct the correspondence of the Association and shall issue or cause to be issued notices of all meetings of the Association and the Board when directed to do so. The President shall employ and discharge persons to fill authorized staff positions and shall assign their duties. All staff members shall be under the direction of and be responsible to the President. The President shall be entitled to attend and speak at, but not vote at meetings of the Board, its committees and sub-committees.
- (b) Normal business decisions and the execution of documents concerning the day-to-day operation of the business of the Association, not involving a change in the policies of the Association, not a substantial change in the financial status of the Association, may be made by the President alone.

## **8. EXECUTIVE COMMITTEE**

### **8.1 Composition**

The Executive Committee shall consist of the Senior Officers of the Association.

### **8.2 Powers**

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to restrictions in the Corporations Act and any regulations which the Board may from time to time impose) all powers of the Board in the management and direction of the affairs and business of the Association in such manner as the Executive Committee shall deem best for the interest of the Association in all cases in which specific directions shall not have been given by the Board.

### **8.3 Procedures**

Subject to applicable sections of these by-laws and to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board at least annually.

### **8.4 Term of Office**

The Executive Committee shall dissolve at the time of each Annual Meeting of members.

### **8.5 Vacancies**

Vacancies on the Executive Committee shall be filled by the Board for the remainder of unexpired terms from those eligible to serve.

### **8.6 Responsibilities**

The Executive Committee shall:

- (a) be responsible for the management of the affairs of the Association in the periods between meetings of the Board and, in so doing, shall possess and may exercise all powers of the Board, subject to any restrictions or regulations which the Board may from time to time impose, and shall exclude such powers which by law must be retained by the Board itself;
- (b) act for the Board in the interim on matters requiring immediate attention except matters which are counter to approved Board policies or decisions;
- (c) consider all emergency requests for funds and may in such circumstances, authorize on behalf of the Board, expenditures not provided for in the adopted budget;
- (d) be responsible for the annual and periodic evaluation of the President;
- (e) co-ordinate the establishment of standing and Special Committees, their terms of reference, and their membership;

- (f) arrange for the orientation and training of newly elected Directors;
- (g) co-ordinate planning for membership meetings;
- (h) be responsible for the periodic review and updating of the by-laws of the Association;
- (i) perform such other duties as may be assigned by the Board;
- (j) solicit potential nominees for election to the Board;
- (k) from its membership form a Nomination Committee with a Chairperson to present to the membership at the Annual Special Meeting its recommendation of nominees for election to the Board;
- (l) present to the Board members at its first meeting following the Annual Meeting a suggested slate of candidates for Senior Officers and;
- (m) make recommendations to the Board respecting any vacancy on the Board.

All actions and decisions so taken by the Executive committee shall be subject to review by the Board at its next regular meeting but no act done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

#### 8.7 Meetings

##### (a) Meetings

Regular meetings of the Executive Committee shall be at the call of the Chairperson or on written request to the Chairperson or his or her designate by any two (2) members of the Executive Committee. The Chairperson or his or her designate shall be present at all meetings of the Executive Committee and shall arrange for the minutes of such meetings to be recorded.

##### (b) Notice

Notice of all meetings shall be communicated to all members of the Executive Committee at least three (3) days prior to the meeting except that such notice may be waived by consent of all members of the Executive Committee.

##### (c) Quorum

A quorum for the transaction of any business by the Executive Committee shall be not less than a majority of voting members of the Executive Committee. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

##### (d) Place of Business

Meetings of the Executive Committee may be held at the head office of the Association or at any other place within or outside Ontario as specified in the notice calling the meeting.

##### (e) Other Directors Present

Each director who is not a member of the Executive Committee shall be entitled to attend and to speak but not to vote at any meeting of the Executive Committee at which the director is present. However, no director who has not been elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee, and the presence of such director shall not be included for the purpose of calculating a quorum.

## **9. STANDING COMMITTEES**

The Executive Committee shall recommend Standing Committees to the Board.

### **9.1 Composition**

Each Standing Committee shall consist of such individual name by the Board including:

- (a) a Chairperson who is a Retail or Supplier Member or an owner of employee of a Retail or Supplier Member and elected annually at the first meeting of the committee following the Annual Special Meeting;
- (b) a representative of each of the Buying Groups that have members in Ontario and who wish to have representation on the committee;
- (c) minimum four Retail Members or an owner of employee of a Retail Member;
- (d) minimum four Supplier Members or an owner of employee of a Supplier Member; and
- (e) such other individuals as determined by the Board.

### **9.2 Right to Attend**

The Chairperson and President may attend and speak at meetings of any standing committee, but shall not vote unless made a member of the Standing Committee.

### **9.3 Term of Office**

The term of office for each committee members shall be three (3) years to a maximum of two (2) terms. The term can be extended at the discretion of the board.

### **9.4 Voting Rights**

Each member of a Standing Committee, present at a meeting shall be entitled to one (1) vote. In the case of an equality of votes, the Chairperson shall have a second or casting vote.

### **9.5 Eligibility**

The absence of a member of a Standing Committee from three consecutive meetings shall be deemed to be a resignation of the member from the committee.

### **9.6 Responsibilities**

Each Standing Committee shall be responsible to the Board and shall undertake such assignments as the Board may request and shall be responsible for:

- (a) the formulation and recommendation to the Board of policies and plans affecting the matters for which it is responsible;
- (b) the observance and monitoring of such policies and plans affecting the matters for which it is responsible;
- (c) the keeping of minutes of its meetings and reporting to the Board at regular intervals and at any time upon request;
- (d) the preparation of an Annual Report of the matters for which it is responsible, to be presented to the membership by the Board.

#### 9.7 Meetings

Regular meetings shall be held as required by the responsibilities assigned to the Standing Committees by the Board.

#### 9.8 Quorum

A quorum of a Standing Committee shall be the majority of its voting members.

#### 9.9 Ad-Hoc Committee

Ad-Hoc Committees may be constituted by the Standing Committee to carry specific tasks. Such committees are disbanded once their designated task is completed. Membership and terms of reference shall be as designed by the Board.

### **10. NOMINATION AND ELECTION PROCEDURES**

#### 10.1 Board of Directors

The Chairperson of the Nominating Committee shall place before the members at each Annual Meeting the names of those members it is nominating to fill the vacancies on the Board. In making such nomination, the Nominating Committee shall consider the representation from different Districts as established by the Board.

Any voting members of the Association may recommend to the Nominating Committee candidates for the office of director and shall give such nominations to the Association at least 14 days prior to the Membership Meeting at which elections are to be held. No member shall be considered a candidate for director until he consents in writing to his or her nomination. Nominations may be accepted from the floor of the meeting at which the election of directors is taking place.

### **11. ELECTION OF BOARD**

#### 11.1 Elections

At each Annual Meeting a number of directors equal to the number of directors retiring shall be elected for terms of one (1) year by the members eligible to vote.

The Chairperson of the Annual Meeting shall declare the candidates for directors receiving the highest number of votes to be duly elected to the Board. In the case of a tie for the last positions for the Board, a second vote shall be held to break the tie.

## 11.2 Nominations

Candidates for the office of director shall be the slate of candidates for office proposed by the Nominating Committee and any nominations from the floor of the members meeting.

## 11.3 Forms

The Board may prescribe the form of nomination and the form of a ballot.

# 12. EXECUTION OF DOCUMENTS

## 12.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

## 12.2 Execution of Documents

The President of the Association shall have the authority to sign all documents that he/she deems necessary and arising in the day-to-day operation of the Association providing the document does not bind the Association to a contract for more than a one year period and/or that the financial commitment of the said document is less than \$10,000.00. All other documents requiring execution shall be signed by the Chairperson or his/her designate that is also an Executive member, and one other Executive member.

## 12.3 Books and Records

The Board shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute are regularly and properly kept.

# 13. BANKING ARRANGEMENTS

## 13.1 Banking Resolution

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- (a) operate the Association's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Association;
- (d) authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business;
- (e) moreover, any Senior Officer of the Association shall be permitted to deposit for the credit of the Association. The Chairperson, Vice-Chairperson, Past-

Chairperson or designated Executive Member, together with the President shall be permitted to withdraw, transfer or borrow funds and obtain other credit from the Bank in such amounts and on such terms as may be deemed appropriate on behalf of the Association from time to time. In the event that the President should for any reason be incapacitated, any two of the above officers may be permitted to withdraw funds on behalf of the Association.

### 13.2 Deposit of Securities

The securities of the Association shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### 13.3 Investments

The Board shall manage the assets of the Association as a prudent investor would. The Board shall exercise reasonable care, skill and caution, which shall apply to investments not in isolation but as a part of an overall investment strategy, which should incorporate risk and return objectives reasonably suited to the Association. In making and implementing investment decisions, the Board shall diversify the investments of the Association unless, under the circumstances, it is prudent not to do so.

## 14. NOTICE

### 14.1 Computation of Time

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date giving the notice is, unless otherwise provided, included.

### 14.2 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting.

Any director, member or the auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

### 14.3 Method of Giving Notice

Whenever under the provisions of the by-laws of the Association, notice is required to be given, such notice may be given either personally, by mail, electronically, or by telephone at the Member's latest address as shown in the records of the Association's to the attention of the Member or the Member's latest representative, set out in the Association's records.

## **15. AMENDMENTS TO BY-LAWS**

15.1 The Board may pass or amend the by-laws of the Association from time to time.

15.2 Where it is intended to pass or amend by-laws at a meeting of the Board, written notice of such intention shall be sent by the President to each member of the Board at his or her address on the records of the Association by ordinary mail not less than ten (10) days before the meeting.

Where the notice of intention required above is not provided, any proposed by-laws or amendments to by-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice on intention need be given.

15.3 A by-law or amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such time as may be specified in the motion, subject to any amendment by the Members.

15.4 (a) A by-law or amendment to a by-law passed by the Board shall be presented for confirmation at the next Annual or Special Meeting of the members of the Association. The notice of such annual or Special Meeting shall refer to the by-law or amendment to be presented.

- (a) The Members at the annual or a Special Meeting may confirm the by-law or amended by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

## **16. REPEAL OF PRIOR BY-LAWS**

16.1 Repeal

All prior by-laws, resolutions and other enactments of the Association inconsistent with this By-law are hereby repealed.

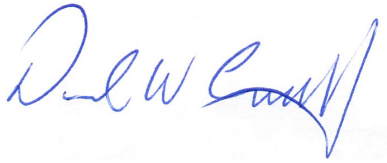
16.2 Proviso

Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment.



**17. EFFECTIVE DATE**

Enacted as By-law Number 9 by the directors of the Association at a meeting duly called and regularly held and at which a quorum was present on the 10<sup>th</sup> day of February 2022.



\_\_\_\_\_  
President



\_\_\_\_\_  
Chair

The foregoing By-Law Number 9 as enacted by the directors of the Association is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of members duly called and held in Mississauga and at which a quorum was present on the 19<sup>th</sup> day of May, 2022.