

**A BY-LAW RELATING GENERALLY TO THE  
TRANSACTION OF THE BUSINESS AND AFFAIRS OF**

**PROVINCIAL GLAZIERS ASSOCIATION OF ALBERTA**

These Bylaws shall be construed with reference to the provisions of *The Societies Act*, R.S.A. 1980, c. s-18, as amended from time to time (or any subsequent governing legislation), and terms used in these Bylaws shall be taken as having the same respective meanings as they have when used in that Act. Notwithstanding anything else herein contained, these Bylaws shall be read subject to the restrictions upon their scope and effect contained in *The Societies Act* and other applicable statutes and rules of law and equity, and any provisions herein repugnant to such restrictions shall, wherever possible, be severed from these Bylaws, in order that the rest may stand.

**ARTICLE I - MEMBERSHIP**

**Eligibility**

1.1 Any organization involved in the training, supply and/or installation of glazing, auto glass, and related products operating in Alberta may be eligible to become a Member upon application to the Association Executive Committee. In these Bylaws “organization” means a corporation, partnership, joint venture, single proprietorship, society or other entity or association of persons.

**Applications**

1.2 Applications for Association Membership shall be subject to approval by the Executive Committee under such regulations as the Board of Directors may adopt.

### **Membership Certificates**

1.3 Upon approval of application by the Board of Directors, a certificate of Membership shall be issued to each Association Member.

### **Withdrawal**

1.4 Any member may withdraw from the Association by submitting a written notice of resignation.

### **Suspension**

1.5 Members shall conform to the policies of the Association and in the event of their failing to do so shall be liable to the loss of their rights and privileges at the discretion of the Board of Directors.

### **Expulsion**

1.6 The Board of Directors may terminate any Membership for cause or conduct or behaviour inimical to the interests of the Association, as determined by the Board.

## **ARTICLE II - FEES**

### **Amount and Due Date**

2.1 Membership fees shall be fixed by the Board of Directors and shall become payable upon acceptance of Membership, and annually thereafter on the first business day of January or otherwise as determined by the Board of Directors.

### **Notices**

2.2 Fee notices shall be sent to the Members before the first day of November, in each year. Members shall have until the 31st day of January following to pay such fee.

### **Waiver of Fees**

2.3 Membership for training institutes is subject to fee waiver at the discretion of the Board of Directors. Members whose fees have been waived shall nonetheless retain full Membership privileges including voting privileges.

### **Arrears**

2.4 If any Member shall fail to pay its annual fee within sixty (60) days after it has become due, such Member shall be suspended from all privileges of Membership. The Board of Directors may, for cause deemed by it sufficient, extend the time of payment and may reinstate such Member upon payment of all arrears and interest on the arrears from the due date until payment at an interest rate of fifteen (15%) percent per annum. No Member who is in arrears shall be entitled to vote.

## **ARTICLE III - GENERAL MEETINGS**

### **Annual General Meetings**

3.1 The fiscal year of the Association shall commence on the first day of January of each year. The Annual General Meeting shall be convened as determined by the Board of Directors, and shall be held in such place as may be decided upon by the Board of Directors. Each Annual General Meeting shall receive reports of Officers and Committees, declare election of Elective Officers and Directors for the ensuing year, and conduct such other general or special business relating to the Association's affairs as may be appropriate. Notice of such Annual General Meeting shall be mailed to each member at least twenty-one (21) days prior to the date of meeting.

### **Business**

3.2 The agenda for all Annual General Meetings shall include:

3.2.1. President's Report;

3.2.2 Treasurer's Report;

- 3.2.3 Amendment to Bylaws;
- 3.2.4 Election of Officers and Directors;
- 3.2.5 Appointment of Auditor;
- 3.2.6 Education and Apprenticeship Report; and
- 3.2.7 New Business from Members.

**Special General Meetings**

3.3 Special General Meetings of the Association shall be held upon request of the majority of the Members of the Board of Directors or written request signed by ten (10%) per cent of the Members of the Association.

## **Notice**

3.4 Notice of all Special General Meetings shall be sent by the Secretary of the Association to each Member at least twenty-one (21) days prior to the date of the meeting. Such notice is to state the object of the meeting and the subjects to be considered, and no other subject shall be considered at such special meetings unless by the unanimous consent of all the Members present at the meeting.

## **Voting Power**

3.5 At any Annual or Special General Meeting, each Member shall have one (1) vote, which can only be exercised by the Member or his proxy personally attending at the meeting. Under no circumstances shall one individual person present at a meeting be permitted to cast more than one (1) vote. A proxy may hold only one vote. The President shall not cast a vote, except that in the event of a tie he shall have and may cast the deciding vote.

## **Quorum**

3.6 At all General Meetings of the Association, a quorum shall consist of at least one-tenth (1/10) of the voting Members.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Composition**

4.1. The affairs of the Association shall be governed by a Board of Directors, which shall consist of not less than ten (10) Members, or more than twenty three (23) Members, who shall be broadly representative of the Membership, and shall consist of:

4.1.1 The Elective Officers of the Association as described in Article VI.

4.1.2 At least four (4) other Directors, one (1) holding the position of acting President of GAMA, one (1) holding the position of acting President of the Glass Trades Association of Alberta, and one (1) representing the auto replacement glass industry from each of Southern Alberta and Northern Alberta.

4.2 The number of Board members shall be determined by the Nominating Committee as described in Article V.

### **Casual Vacancies**

4.3 The Board may fill vacancies in the Board of Directors that occur between Annual General Meetings. To be eligible to be a Member of the Board of Directors a person must be a Member or an employee, officer, or owner of a Member corporation or partnership or other entity.

### **Removal**

4.4 Subject to Article IV(2)(B), a Board Member is no longer eligible to hold office on the Board if he or the corporation or partnership or other organization he represents:

4.4.1 ceases to exist;

4.4.2 ceases to be active in the glazing or auto glass industry; or

4.4.3 ceases to be a Member in good standing with the Association.

### **Exceptions**

4.5 The Board of Directors is empowered to make exceptions to Section 4.4 above in extenuating circumstances, as determined by the Board.

### **Removal**

4.6 A Director or Elective Officer of the Association may be removed from office for cause by a two-thirds (2/3) majority vote of the Board of Directors.

### **Powers**

4.7 A Board of Directors shall actively promote the objects of the Association, shall have the supervision of the affairs of the Association, and shall approve the Annual Budget.

### **Meetings**

4.8 The Board of Directors shall meet as soon as possible after each Annual General Meeting. It shall further meet regularly at such times and places as it may designate, and may meet at any other time at the call of its President.

### **Notices**

4.9 The Notice of all meetings of the Board of Directors shall be sent by mail, telegram, or telefax so as to reach each member of the Board at least two (2) weeks in advance of such meetings.

### **Quorum**

4.10 Members of the Board of Directors shall constitute a quorum when fifty (50%) per cent of the Board are present at meetings.

### **Remuneration**

4.11 Directors shall not be paid any fee or remuneration for attendance at meetings of the Board of Directors. Travel expenses or a portion of them may be paid at the discretion of the Board of Directors.

### **Indemnification**

4.12 Each Director of the Association and his heirs, executors, administrators, and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Association from and against any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything done or permitted by him or her in respect of the execution of the duties of his or her office except such costs, charges and expenses as are occasioned by his or her own fault.

## **ARTICLE V - NOMINATING COMMITTEE**

### **Nominating Committee**

5.1 A Nominating Committee shall be appointed by the President of the Board at the first Board of Directors' Meeting following each Annual General Meeting. The Nominating Committee shall proceed to set the number of Board Members for the year following the next Annual General Meeting and shall nominate candidates for Elective Officers whose terms of office will expire at the next Annual General Meeting and the other Board members. The Nominating Committee shall submit its report at a meeting of the Board of Directors held at least three months prior to the next Annual General Meeting. The Members shall be advised promptly and in any event at least 60 days prior to the Annual General Meeting, of the list of nominations submitted by the Nominating Committee.

### **Other Nominations**

5.2 Independent nomination to available Elective Officer positions and to the Board may also be made by fifteen (15) voting members in a signed statement submitted to the Secretary at least thirty (30) days prior to the commencement of the Annual General Meeting.

### **Election**

5.3 If the nominations submitted by the Nominating Committee plus independent nominations exceeds the number of vacancies for any position, the Secretary shall conduct a letter ballot for such positions in the 30 days preceding the Annual General Meeting and the results for any position are to be announced at the Annual General Meeting. The nominees receiving the most votes shall be elected, and in the event of a tie the President shall have an additional casting vote. If there is only one nominee for an Elective Officer's position or if the total nominations for the Board Members do not exceed the total vacancies, the Secretary shall announce the election by acclamation of the applicable nominees.

## **ARTICLE VI - ELECTIVE OFFICERS AND DIRECTORS**

### **Elective Officers**

6.1 There shall be five (5) Elective Officers of the Association and they and their term durations shall be:

6.1.1 President (two-year term from 2000 to 2002, two-year terms thereafter);

6.1.2 First Vice-President (two-year term);

6.1.3 Second Vice-President (two-year term);

6.1.4 Secretary (two-year term);

6.1.5 Treasurer (two-year term); and

6.1.6 Chairman of Apprenticeship/Safety Committee (one-year term).

### **Terms**

6.2. The Elective Officers shall serve without remuneration until their successors are elected and installed at an Annual General Meeting. They shall not hold the same office for more than four (4) years. To be eligible for election the President shall have had service for at least one (1) year as a Director of the Association.

## **Removal**

6.3 Any Elective Officer of the Association may be removed from office for cause by a two-thirds majority vote of the Board of Directors.

## **ARTICLE VII - DUTIES OF ELECTIVE OFFICERS**

### **President**

7.1 The President shall be elected every two (2) years. He or she will preside at all meetings of the Association. He or she shall be an ex-officio member of all regular and special committees and task groups and shall have general supervision of the affairs of the Association and perform the normal duties of his or her office. In the event that he or she is unable to complete his or her term, the First Vice-President will assume the vacancy.

### **First Vice-President**

7.2 The First Vice-President shall be a Member of the Board and will perform such duties as the President may assign. In the event of permanent disability of a First Vice-President, the Second Vice-President shall fill the vacancy.

### **Second Vice-President**

7.3 The Second Vice-President shall be a Member of the Board and will perform such duties as the President may assign. In the event of permanent disability of a Second Vice-President, the Board of Directors shall fill the vacancy.

**Secretary**

7.4 The Secretary shall assist the President of the Board in the execution of his or her duties.

**Treasurer**

7.5 The Treasurer shall supervise the receipt and disbursement of the funds of the Association to ensure that finances are in accordance with the estimates and budget approved by the Board of Directors. He or she shall be prepared to account for all transactions of his or her office and shall report periodically to the Board with a full non-audited report to the Association at the Annual General Meeting.

**Chairman of the Apprenticeship and Safety Committee**

7.6 The Chairman of the Apprenticeship and Safety Committee shall promote the apprenticeship program and safety in the glazing and auto glass industry.

**ARTICLE VIII - BOARD SPECIAL COMMITTEES**

**Board Special Committees**

8.1 The Board of Directors may establish and appoint members to such special committees as it deems necessary from time to time. The appointment of such committees shall be drawn from the Membership.

### **Committee Voting**

8.2 Voting will be by simple majority of votes cast by Committee Members present at a meeting.

## **ARTICLE IX - SIGNING AUTHORITY**

### **Cheques**

9.1 Payments shall be made by cheque signed by any two of the following officers: Treasurer, President, Secretary, and the acting President of GAMA.

### **Formal Documents**

9.2 Contracts, agreements, and other official documents under seal of the Association shall be issued under the signature of the President and First Vice-President.

## **ARTICLE X - AUDIT**

10.1 An auditor shall be appointed by the Board of Directors at each Annual General Meeting as recommended by the Board of Directors, whose duty it shall be to audit the books, vouchers, and accounts of the Association, to certify to the correctness of the balance sheet, to examine and verify the securities and other assets in the custody of the Association, and to certify to the reasonableness of the valuation at which the Association's assets are carried.

## **ARTICLE XI - AMENDMENTS**

11.1 The Bylaws of the Association may be repealed or amended by Special Resolution of the Society as defined in the *Societies Act* of Alberta.

## **ARTICLE XII - MINUTES OF THE PROCEEDINGS**

### **Minute Books and Other Records**

12.1 The Secretary shall maintain and have charge of a copy of the Minute Books, the original Minute Books being maintained at the Registered Office of the Association, and shall record in the copy or cause to be recorded in the original, minutes of all proceedings of all meetings of the Members and of the Board. Members, officers and directors shall be entitled to inspect the said records at the Registered Office of the Association during normal business hours.

### **Keeping Records**

12.2 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 or laws are regularly and properly kept and filed.

### **ARTICLE XIII - SEAL OF THE ASSOCIATION**

#### **Custody and Use of Seal**

13.1 The Board may, in the name of the Association, adopt a seal which shall be the common seal of the Association and which shall be under the control of the Board and the responsibility for its custody and use from time to time shall be determined by the Board; but, in the absence of any specific determination, the Seal shall be preserved by the First Vice-President who together with the President shall execute and affix the seal of the Association on all contracts of the Association required to be executed under the Seal of the Association.

### **ARTICLE XIV - BORROWING POWERS**

14.1 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but power to borrow shall be exercised only under the authority of a majority vote of the Members of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

### **ARTICLE XV - WINDING UP**

15.1 In the event the Association is wound up or dissolved, any surplus of funds shall be paid to such registered and incorporated charitable organizations as the Members by Special Resolution may from time to time determine. In no event shall the Members or any of them become entitled to any of the assets of the Association.

**ARTICLE XVI - SIGNATORIES**

16.1 The signatories to the Association are hereby ratified and confirmed as subscribers to the incorporation of the Association.

DATED at the City of Edmonton, in the Province of Alberta, this \_\_\_\_\_ day of \_\_\_\_\_, A.D. \_\_\_\_\_.

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Witness

\_\_\_\_\_  
**JAMES DREWE**  
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\_\_\_\_\_  
Witness

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