

Sealant and Waterproofing Association
Constitution
Proposed Changes for AGM November 10, 2016

GENERAL BY-LAW

ARTICLE I - NAME, HEAD OFFICE & OBJECTS OF THE ASSOCIATION

- 1.01 Name: The name of the Association shall be: The Sealant and Waterproofing Association.
- 1.02 Head Office: The Head Office of the Association shall be located in the Province of Ontario at such place as the Board of Directors shall time to time determine.
- 1.03 General Objects: The general objects of the Association are:
- A: The betterment and promotion of the caulking, sealing and waterproofing industry in Canada.
 - B: To maintain the highest standards of construction and business methods.
 - C: To promote better understanding and goodwill between the public, owners, specifying authorities, general contractors, architects and Members of the Association.
 - D: To render any other services to its Members as are incidental to, or conducive to, the attainment of the above objects.

ARTICLE II - MEMBERSHIP

- 2.01 One Class of Members: There shall be one class of Membership in the Association, namely, General Members.
- 2.02 Eligibility: Any contractor, manufacturer, supplier, or consultant engaged in the Industrial, Commercial, Institutional, High-rise Residential Sector of the caulking, sealing and waterproofing industry, and all work and preparation for supply of or related to work in connection therewith shall be eligible for Membership in the Association.
- 2.03 Admission: All applications for membership shall be lodged with the Secretary-Treasurer for submission to the Board of Directors. Applications for all classes of membership shall be sponsored by two active Members of the Association in good standing, and shall be approved and assigned an appropriate category by a majority of the Board of Directors. The Board of Directors reserves the right to determine whether it is in the interest of the Association to approve an application for membership in any class of membership.

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- 2.04 Unionized Waterproofing Contractor Member: Any unionized waterproofing contractor member shall be limited to a company actively engaged in Ontario in the waterproofing contracting business provided that such member shall firstly hold membership and be a member in good standing of the Waterproofing Contractors Association of Ontario.

ARTICLE III - VOTING RIGHTS AND PRIVILEGES

- 3.01 Voting: Each General Member of the Association being in good standing shall have one vote per Member Company.
- 3.02 Representatives: Members of the Association may be represented by one or more proprietors or partners in the case of unincorporated organizations or by one or more officers or senior employees in the case of incorporated organizations at all meetings of the Association. Each such organization shall forward to the Treasurer the names of such persons as are from time to time authorized to represent the organization and shall state the priority of representation where more than one such representative is authorized. Such representatives shall be eligible for election as Directors but only one such representative from any such organization shall be entitled to vote on behalf of such Member of the Association or to be elected a Director.

ARTICLE IV - INITIATION FEE, DUES & ASSESSMENTS

- 4.01 Initiation Fee: Each new Member shall pay an initiation fee in an amount fixed by the Board of Directors from time to time. The initiation fee shall be payable on submission of the application for Membership in the Association.
- 4.02 Annual Dues: The annual dues of the Members of the Association shall be such as may from time to time be prescribed by the Board of Directors.
- 4.03 Special Assessments: The Directors shall have the power to levy special assessments in each year as they deem necessary or advisable up to ten per cent (10%) of the annual dues of each Member without calling a general meeting of the Members. If a special assessment is to exceed ten per cent (10%) of the annual dues of each Member, a general meeting of the Members must be called to sanction the special assessment. Notice of the meeting shall be sent by ordinary post to each Member of the Association at least fifteen (15) days prior to the date of the meeting and such notice shall state the purpose for which the meeting is being called.
- 4.04 Due Date: Annual dues of a new Member shall be due and payable with application for Membership and thereafter within thirty (30) days, after commencement of each fiscal year of the Association.

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4.05 Due Date: Special assessments shall be due and payable upon receipt of invoice.

ARTICLE V - TERMINATION OF MEMBERSHIP

5.01 Resignation: A Member may terminate his Membership by written resignation submitted to the Secretary and accepted by the Board of Directors, upon payment of all annual dues and assessments due and payable for the year in which the resignation is to take effect.

5.02 Termination for Arrears: Any Member who is in arrears in the payment of annual dues or assessments for sixty (60) days shall cease to be Member in good standing, but shall be reinstated upon the payment of all unpaid amounts within a further period of thirty (30) days. If such Member fails to pay all arrears prior to the expiration of the said 30-day period, such Member shall be dropped from the membership roll. Such termination of membership shall in no way nullify the right of the Association to collect all amounts due the Association by such Member.

ARTICLE VI - SUSPENSION AND EXPULSION

6.01 Suspension, etc.: The Board of Directors may, at its discretion, suspend, cancel, or reject the membership of any Member who has been guilty of conduct prejudicial to the objects and aims of the Association or of breach of the Constitution or by-laws, or who has been convicted of a serious criminal offence before a Court of competent jurisdiction, or may reprimand or censure such Member.

6.02 Complaint Procedure: The Board of Directors shall not take any such action until after a complaint in writing has been filed with the Treasurer, and a copy forwarded to the Member accused who shall be given an opportunity to submit written evidence in its defence in such manner as the Board of Directors shall determine and the Directors shall not cancel a membership except on a two-thirds vote of the total number of Directors of the Association, such vote to be taken at a meeting called to consider the matter, at which meeting the accused Member may, with the approval of the Board of Directors, appear to give evidence on its behalf.

6.03 Limitation: No action shall be brought by a Member or former Member against the Association or against any Director or Officer thereof, for anything done pursuant to paragraph 6.01 or 6.02 of this Constitution.

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ARTICLE VII - DIRECTORS

- 7.01 Board of Directors: The affairs of the Association shall be managed by a Board consisting of a maximum of 12 (twelve) Directors and a minimum of 6 (six) Directors. One will be the immediate Past President. There will be 3 (three) membership categories represented on the Board: Contractor, Associate, Allied. Of the 3 (three) categories, the majority will be Contractors with a minimum of 1 (one) in each category. At the time of election and throughout his/her term of office, each Director shall be a representative of a Member in good standing of the Association.
- 7.02 Ceasing to be a Director: A director shall cease to hold office, if he/she becomes bankrupt or of unsound mind, provided always that any Director or Directors may be removed from office by a resolution passed by a majority of Directors at a meeting of Directors duly called to consider such resolution.
- 7.03 Executive Secretary: If in the opinion of the Board of Directors, a staff person is required to assist in the management of the affairs of the Association, then such staff person known as the Executive Secretary of the Sealant and Waterproofing Association may be hired by the Board of Directors of the Association at a fee or a salary to be negotiated. The Executive Secretary shall perform the duties and conduct the affairs of the Association upon the direction of the Board of Directors of the Association.
- 7.04 Nominating Committee: A Nominating Committee shall be comprised of the President, Vice-President, Immediate Past President and the next most recent Past President.
- 7.05 Term: At each annual meeting of the Association, expiring Directors may be re-elected for a term of two (2) years each.
- 7.06 Vacancies: Vacancies on the Board of Directors may be filled by appointment of the Board of Directors from among the qualified Members of the Association, and the Directors so appointed shall hold office for the unexpired term of the vacating Director.
- 7.07 Time and Place of Meetings: 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 telegram, facsimile or telephone, or on four (4) days' notice by mail to each Director. Meetings of Directors may be held without formal notice if all Directors are present or if those absent have waived their right to notice or signified their consent by registered mail, telegram or facsimile to the meeting being held in their absence.
- 7.08 Quorum: Fifty percent (50%) plus one (1) of the Directors shall form a quorum for the transaction of business. Questions arising at any meeting of Directors shall be decided

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by a majority vote of the Directors present at such meeting, each Director having one (1) vote. Proxy voting may be registered via facsimile, telephone or telegram to a designated President or a Member in good standing on the Board of Directors. In the event of an equality of votes, the motion is defeated.

- 7.09 No Remuneration: Directors and Officers shall not receive remuneration for their services but may be reimbursed for their travelling or other expenses incurred in attending to the business of the Association.

ARTICLE VIII- OFFICERS

- 8.01 Officers: The Officers of the Association shall be a President, a Vice-President, and a Treasurer.
- 8.02 Election of Officers: The President and Vice-President shall be elected for a term of two (2) years by the Directors from among their number and such election shall be by ballot. Other Officers shall be appointed by the Directors upon such terms and conditions as the Directors may from time to time determine and may, but need not be, Members of the Association. Officers so appointed by the Directors may be removed from office at any time by resolution of the Directors.
- 8.03 Duties of President: The President shall be the Chief Executive Officer of the Association. He shall, if present, preside at all General meetings of the Association, and at all meetings of the Directors. The Vice-president shall, in the absence of the President, act in his place.
- 8.04 Duties of Treasurer: The Treasurer shall be the custodian of all moneys of the Association. He shall deposit all moneys belonging to the Association in such bank or banks, as the Directors shall direct. He shall keep correct accounts of all bills, orders or demands and make all disbursements authorized by the Directors. He shall render a true and complete report of the financial condition of the Association at each annual meeting and to the Directors whenever requested. His books and accounts shall at all times be open to inspection by any Members of the Board of Directors and by the auditors. He shall, if requested by the Board of Directors, give a bond for the proper performance of his duties in such amount and with such surety as the Directors may require. The Association shall pay the premium on such bond. He shall deliver over to his successor in office all money, books, documents, vouchers and any other property belonging to the Association in his possession for which he may be accountable.
- 8.05 Duties of Secretary: The Secretary shall record in permanent form, the proceedings of all meetings of the Association and of the Directors and shall perform such other duties

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as may be assigned to him from time to time by the Directors. He shall keep a proper record of the Membership and such other records and books of account as may be necessary to record suitably the business of the Association.

ARTICLE IX - CHEQUES DRAFTS AND NOTES

9.01 Signing of Cheques, etc.: All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such person or persons whether or not Officers of the Association and in such manner as the Board of Directors may from time to time designate.

9.02 Signing of Contracts: Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by the President or Vice-President together with the Treasurer, or any two (2) Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors may from time to time, by resolution, appoint any Officer or Officers, person or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE X - COMMITTEES & REPRESENTATIVES

10.01 Committees: Committees may be constituted from time to time by the Directors at their discretion.

ARTICLE XI - MEETINGS OF MEMBERS

11.01 Annual Meeting: The annual meeting of the Association shall be held in the month of November at such time and place in each year, as the Directors shall determine. Notice of the meeting shall be sent by electronic transmission or ordinary post to each Member of the Association in good standing at least fifteen (15) days prior to the date of the meeting.

11.02 Calling of Meetings: General or special meetings may be held at any time and place at the call of the President or by resolution of the Directors or on a written request signed by at least twenty-five percent (25%) of the Members and delivered to the Secretary and stating the purpose for which the special general meeting is to be held. Notice of such meeting shall be sent by ordinary post to each Member of the Association at least fifteen (15) days prior to the date of the meeting and such notice shall state the purpose for which the meeting is called.

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- 11.03 Quorum: At all meetings of the Association the presence in person or by proxy of at least 25% of the Members of the Association in good standing shall constitute a quorum.
- 11.04 Number of Votes: The General Members shall be entitled to one vote per Member at all meetings of the Members of the Association, exclusive of matters dealing specifically to those signatory to a collective agreement. Voting may be in person or proxy.
- 11.05 Decision-making: All questions at meetings shall be decided by majority vote unless by law or by the Constitution or By-laws of the Association a greater majority is required. In the event of an equality of votes, the motion is defeated. Votes need not be by ballot, but a vote by ballot shall be taken on any question if demanded by at ten percent (10%) of the Members present or represented at the meeting or if directed by the Chairman of the meeting. All votes by ballot shall be taken in such manner as the Chairman shall direct.

ARTICLE XII - AUDITORS AND ACCOUNTS

- 12.01 Accounts to be audited: The accounts of the Association shall be audited every second year by an auditor or auditors appointed by resolution of the Members at each annual meeting.
- 12.02 Year-end: The fiscal year of the Association shall terminate on the 30th day of September in each year. A balance sheet as of the end of the preceding fiscal year and a statement of revenue and expenditure for such year together with the report of the auditors thereon shall be presented to each annual meeting together, in alternate years, with the report of the auditors thereon.

ARTICLE XIII - INDEMNIFICATION

- 13.01 Indemnification: To the maximum extent permitted by law, the Association shall indemnify and save harmless out of the funds of the Association, every Director and every Officer of the Association, and his heirs, executors and administrators, and estate and effects, from and against (a) all costs, charges and expenses whatever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed matter or thing whatever, made, done or permitted by him, in or about the execution of the duties of his office, and (b) from and against 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 own wilful neglect or default.

ARTICLE XIV - ENACTMENT, AMENDMENT AND REPEAL OF BY-LAWS

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- 14.01 Enactment: By-laws may be enacted only by the Directors and the Directors may, from time to time, repeal, amend or re-enact by-laws but every such by-law and every repeal, amendment or re-enactment thereof unless in the meantime sanctioned at a general meeting of the Association duly called for that purpose, shall only have a force until the next annual meeting of the Association and in default of confirmation thereat shall at and from that time cease to have force.
- 14.02 Borrowing: Provided that any by-laws authorizing the Directors to borrow money upon the credit of the Association or do any of the other things permitted by Section 59 of the Corporations Act, R.S.O. 1990 C-38, shall have no force or effect until sanctioned by at least two-thirds of the votes cast at a special general meeting of the Association duly called for considering the by-law.
- 14.03 Amendment: The provisions of this Constitution may be amended only by means of a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members duly called for that purpose.

Effective Date and Repeal

This General By-law shall come into force and take effect in accordance with applicable law whereupon the previous General By-law of the Association is repealed. The repeal of such By-law shall not in any way affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred thereunder prior to such repeal. All directors, officers and other persons acting under any repealed By-law shall continue to act as if elected or appointed under the provisions of this By-law.

Proposal Date: November 10, 2016.