

BYLAWS OF THE GLASS TRADES ASSOCIATION OF NORTHERN ALBERTA

1. MEMBERSHIP AND FEES

(a) Membership shall consist of those who are members of the Association as of the 1st day of October 1977, together with any additions thereafter that may be approved in accordance with these bylaws.

(b) Eligibility for membership in the Association shall be limited to those individuals, companies, and firms who have a recognized place of business primarily devoted to the sale of glass, metal and allied products, with a minimum of two full time employees who are engaged in the sales, processing and installation of glass, metal and allied products and any one or combination of the aforementioned, including suppliers.

(c) All memberships in the Association shall be full memberships comprising companies; firms or individuals engaged exclusively in the activities listed in clause 1 (b) hereof.

(d) In any case where there is any doubt as to the eligibility or as to the classification of an applicant for membership, the decision of the Board of Directors in regards thereto shall be final.

(e) Application for membership shall be made in writing to the Board of Directors, and shall be considered and accepted or rejected by the Board. Action on all applications shall be ratified at the monthly meeting of the general membership.

(f) Unless otherwise ordered by the Board of Directors, the initiation fees and annual fees for membership shall be as follows:
Initiation fees \$ 25.00. Annual fees \$ 225.00 (amended June 2000).

(g) Membership fees in the Association shall be payable on the first day of each October, for a year in advance. The Association's fiscal year shall be from October 1 to September 30.

(h) Any member wishing to withdraw from membership may do so, upon notice in writing to the Board through its Secretary, but no fees shall in such case be refunded. If any member is in arrears in fees or assessments for more than 90 days, such member will be automatically suspended and shall not thereafter be entitled to any membership, privileges or powers in the Association until reinstated.

(i) Any member whose actions or activities are deemed by the Board of Directors (in their discretion) to be inconsistent with or to derogate from the interests of the Association may be suspended by the Board until the next meeting of the Members, and at such meeting any suspended member, upon a two-thirds vote of all the members of the Association in good standing, may be expelled from membership for any cause which the Association may deem reasonable. The membership fees paid by an expelled or suspended member shall not be refunded.

2. BOARD OF DIRECTORS

(a) Board of Directors, Executive Committee, or Board shall mean the Board of Directors of the Association. Until the first annual meeting of the Association, the following shall constitute the Board:

(b) The officers of the Association shall be elected (term of 2 years as amended June 2000) and shall automatically be members of the Board. The officers shall include a President, a First Vice President and a Secretary, and may also include a Second Vice President and a Treasurer.

(c) The Board of Directors of the Association (including officers) shall consist of not less than three, not more than five persons who shall be Members of authorized representatives of Members, and shall be elected annually at the annual meeting of the Association by the Members.

(d) Each term of office on the Board and of each officer shall expire at the next annual meeting of the Association after their second year of office.

(e) The Board shall, subject to the bylaws or directions given to it by majority vote at any full control and management of the business and affairs of the Association, and meetings of the Board shall be called by the President and be held as often as business of the Association shall require, and at least semi-annually.

(f) A special Board meeting may be called on the instructions of any two Board members by written notice to the President requesting that he call such meeting and stating the business to be brought before the meeting.

(g) Meetings of the Board shall be held at such times and places in Alberta as shall be determined by the Board from time to time, provided that 10 days notice of each such meeting shall be sent in writing by ordinary mail (or three days notice by telegram or telephone) to each Director.

(h) Any three Board members (or, if there be only three Board members, any two) shall constitute a quorum. Meetings may be held without notice if a quorum of the Board is present, provided that any business transacted at such meeting shall be ratified at the next regularly called meeting of the Board (otherwise it shall be null and void).

(i) The office of a Director or an officer of the Association shall automatically be vacated:
(i) If a Director or officer shall resign his office by delivering a written resignation to the Secretary of the Association.

(ii) If he, or his company or his firm becomes bankrupt or suspends payments to creditors;

(iii) If at a special general meeting of members a resolution is passed by two-thirds of the members present at the meeting that he be removed from office;

(iv) If he shall die, become mentally incapacitated or be imprisoned for more than ten days.

(j) If any vacancy in the Board or an office shall occur for any reason between annual meetings of the Association, the Directors may, by resolution, fill such vacancy with a member or authorized representative of a member in good standing on the records of the Association. The term of office of a person so appointed shall expire at the same time as the term of the Director or officer replaced would have expired had he not ceased to be a Director.

3. OFFICERS

The function of the officers shall be as follows:

PRESIDENT

The President shall have the general supervision of the business and the affairs of the Association. When present, he shall preside at all meetings of the Association and at all meetings of the Board. In the absence of the President, such duties shall be performed by the First Vice President, and in the absence of the President the First Vice President, by the second Vice President (if any or if none by such other director as the board may from time to time appoint for such purpose). The President shall ex officio be a member of all committees.

SECRETARY

(a) It shall be the duty of the Secretary to attend all meetings of the Association and of the Board to keep accurate minutes of such meetings. He shall have charge of the seal of the Association, which seal, whenever used, shall be authenticated by the signature of the Secretary and the President, or in the case of the death or inability of either to act, by the First Vice President. In case of the absence of the Secretary, such officers as may be appointed by the Board shall discharge his duties. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.

(b) The Secretary shall also keep a record of all the members of the Association and their addresses and the names and addresses of their representatives, send all notices of the various meetings as required and shall collect and receive the annual dues or assessments levied by the Association, such monies to be promptly turned over to the Treasurer for deposit in a chartered bank as hereinafter required.

TREASURER

The Treasurer of the Secretary –Treasurer (if the office is combined) shall receive all monies paid to the Association and shall be responsible for the deposit of the same in whatever bank the board may order. He shall properly account for the funds of the Association and keep such books as may be directed. He shall present a full, detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the annual meeting a statement, duly audited as hereinafter set forth, of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association.

4. SOLICITOR

A Solicitor for the Association shall be appointed by the Association at each annual general meeting, and in case of any vacancy arising between the annual meetings, the Board of Directors may appoint a solicitor to hold office until the next annual meeting.

5. RENUMERATION

Unless authorized at any meeting and after notice of it shall have been given, no officer or member of the Association shall receive any remuneration for his services.

6. COMMITTEES

Special committees may be appointed by a general meeting or by the Board of Directors, as required from time to time.

7. AUDITING

(a) The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year, by a duly qualified accountant, or by two members of the Association elected for that purpose at the annual meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditors at the annual meeting of the Association.

(b) The books and the records for the Association may be inspected by any member of the Association the annual meeting provided for herein or at any time upon giving a reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall, at all times, have access to such books and records. The remuneration of the auditors shall be fixed by the Board.

8. MEETINGS

(a) This Association shall hold an annual meeting on, or before, the 31st day of October each year, of which meeting due notice shall be given to all members. At such meeting there shall be elected a President, First Vice President, and Secretary and if the meeting so decides a Second Vice President and a Treasurer, and as many directors as

shall be required to fill the remaining vacancies on the Board. The Officers and Directors so elected constitute the Board and shall serve until their successors are elected and installed. Any member in good standing (or a representative of a member duly authorized in that behalf) shall be eligible to fill any office in the Association. No member shall have more than two representatives on the Board at any one time.

(b) Meetings of the Association may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, mailed at least eight days prior to the date of such meeting by ordinary mail.

(c) Meetings of the Association may be called at any time by the President or Secretary upon receipt by the Board of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Notice of such meeting shall be by letter to the last known address of each member, mailed at least eight days prior to such meeting by ordinary mail.

(d) The accidental omission to give notice to any member or the non-receipt by any member of such notice shall not invalidate any action of our business at such meeting.

9. QUORUM

Four members in good standing shall constitute a quorum at any meeting.

10. VOTING

The right to vote at annual meetings or special general meetings of the Association shall be as follows:

(a) Each member shall have one vote.

(b) Any corporation, company or firm which is a member may appoint a representative to attend to vote at any meeting of the members.

(c) Any member who has not withdrawn from membership and has not been suspended or expelled shall have the right to vote at any meeting of the Association. All votes must be made in person and in any case where the member is a corporation, company or firm, by its authorized representative.

(d) At all meetings of members of the Association, every question shall be determined by a majority of votes unless otherwise specifically provided by the Societies Act or by the bylaws. In the event of a tie vote, the President shall cast the deciding vote.

11. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instrument in writing requiring signature of the Association shall be signed by any two of the President, the First President, the Secretary, the Second Vice President (if any) and the Treasurer (if any); and all contracts, documents, and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers, on behalf of the Association, to sign specific contracts, documents or other instruments in writing.

12. RULES AND REGULATIONS

The Directors may prescribe such rules and regulations not in consistent with these bylaws relating to the management and operation of the Association as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of members of the Association when they shall be confirmed or in default of confirmation, at each annual meeting of the members, shall at and from that time cease to have force and effect.

13. EXTRAORDINARY RESOLUTIONS

“Extraordinary Resolution” shall mean a resolution passed by a majority of not less than three-fourths of such members entitled to vote as are present or represented in person at a general meeting of which one month’s written notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

14. AMENDMENT OF BYLAWS

The bylaws of the Association may be repealed, amended or added to by extraordinary resolution.

15. BORROWING POWERS

For the purpose of carrying out it’s objects, the Association may by extraordinary resolution borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures.

16. FORCE AND EFFECT

Members shall be bound by the provisions of the Constitution and Bylaws of the Association.