

**By Laws
of
Canadian Wood Preservation Association
(hereinafter referred to as the “Association”)**

BY LAW 1

HEAD OFFICE

- 1.1 The head office of the association shall be located at a place that the Board of Directors (sometimes hereinafter called “the Directors”) may from time to time decide.
- 1.2 The Association may establish such other offices and agencies elsewhere within Canada and outside Canada as the directors may deem expedient.

BY-LAW II

SEAL

- 2.1 The seal of the association shall be in such form as shall be prescribed by the Directors and shall have the name of the Association endorsed thereon.

BY-LAW III

MEMBERSHIP

- 3.1 The Association shall have four classes of Members, namely: Regular Members; Associate Members; Honorary Members; and Student Members.
- 3.2 Any natural person interested in the objects of the Association shall, by application in the form or one of the forms prescribed by the Directors, be entitled to become a Regular Member or an Associate Member of the Association upon approval by the Directors of such application.
- 3.3 A Regular Member shall be a person whose activities in the technical or commercial fields of wood preservation, or in the manufacture, distribution or use of treated wood or equipment or supplies used in wood preserving operations are considered by the Directors to be in accordance with the objects and purposes of the Association.
- 3.4 An Honorary Member shall be any natural person considered by the Directors to be a person of acknowledged eminence in the field of wood preservation or the related sciences.
- 3.5 An Associate Member is a person, who has an interest in the areas of wood preservation as part of their professional activities. An Associate Member has the same rights as a Regular Member, except they cannot vote at meetings nor hold an office of the Association.
- 3.6 Any natural person interested in the objects of the Association and then enrolled at a college or university approved by the Directors shall, by application in the form or one of the forms prescribed by the Directors, be entitled to become a Student Member of the Association upon approval by the Directors of such application.

3.7 No person, other than a natural person, shall be entitled to become a member and without limiting the generality of the foregoing the following shall not be entitled to become members: corporations; companies; partnerships; societies; associations; governments; government branches or departments; or statutory bodies.

3.8 All applications for membership shall be in writing and shall be submitted to the Secretary of the Association. The Secretary shall inform the Directors of each applicant for membership. The Directors shall consider the application, and if the Directors approve the application, the applicant shall be admitted to membership in the Association.

3.9 Regular Members and Honorary Members shall have all the rights and privileges of the members of the Association.

3.10 Associate Members and Student Members shall have all the rights and privileges of the members of the Association except the right to hold office and the right to vote.

3.11 A member of the Association shall cease to be a member upon death, upon resignation in writing, or, at the discretion of the Directors, upon failure to pay fees, dues or assessments within 90 days after the due date or upon expulsion by a vote of two-thirds of those present at a meeting of Directors for conduct considered by the Directors to be contrary to the best interests of the Association, or if in the opinion of the Directors a member has ceased to engage in such activity as to qualify the member for continued membership. The member shall be provided with notice in writing 30 days in advance of the proposed action of the Directors and shall have the right to be heard at the meeting of the Board of Directors considering expulsion. Any member so expelled shall have the right to appeal to a committee to be appointed for that purpose by the Directors pursuant to Article 5.12.

3.12 A Student Member of the Association shall cease to be a Student Member in the event that he/she is no longer enrolled at a college or university approved by the Directors.

3.13 No member of the Association shall have any claim to the assets, funds or property of the Association, but a member for any cause whatsoever ceasing to be a member of the Association shall remain liable to the Association for any debt or other liability of the member to the Association accrued to the date on which such member ceased to be a member.

33.14 Membership in the Association shall not be transferable.

BY-LAW IV FEES, DUES AND ASSESSMENTS

4.1 Fees, dues and assessments shall unless otherwise provided in these By-laws be payable by the members in such amounts and at such times as the Directors shall determine, but no change in the amount of any such fees, dues or assessments shall become effective until such change has been approved by the members of the Association at an annual or special meeting of such members.

4.2 No fees, dues or assessments shall be levied against, or payable by an Honorary Member.

BY-LAW V**BOARD OF DIRECTORS**

- 5.1 The affairs of the Association shall be managed by the Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not, by the By-laws or any special resolution of the Association or by the Act or other statute, expressly directed or required to be done by the Association at a meeting of members.
- 5.2 A Director shall be a Regular Member or an Honorary Member.
- 5.3 No business organization shall normally have more than one employee, officer or director on the Board of Directors.
- 5.4 Commencing at the first annual meeting of the members in 1980, the Association shall have two categories of Directors. These shall be odd-year and even-year Directors. At this first annual meeting, the members shall elect the Directors and designate a category of each Director so elected. The Directors of the odd-year category elected in 1980 shall serve for an initial term of one year and shall retire at the second annual meeting after their election. At each annual general meeting, the members shall elect new Directors to replace the Directors who have then retired.
- 5.5 The number of Directors shall be not less than three but no more than twenty. The number of Directors may be varied by ordinary resolution at an annual meeting, or at special meeting called for that purpose. The three applicants for the Letters Patent of the Association (who are to be its first directors) may unanimously in writing before the first annual meeting of the Association, increase the number of Directors from three to any number up to twenty, and may appoint Directors to that number to serve until the first annual meeting.
- 5.6 At each annual meeting of the Association the members shall receive nominations and elect the Directors.
- 5.7 A retiring Director shall be eligible for reappointment or re-election.
- 5.8 If any vacancy occurs in the Board of Directors for any reason the remaining members of the Board of Directors may appoint another person as a Director to fill the vacancy for the remainder of the term, subject to approval by the members at the following annual meeting.
- 5.9 The office of Director shall be automatically vacated if a Director shall resign his office by delivering a written resignation to the Secretary of the Association or upon the death of a Director.
- 5.10 Any Director may be removed from office by a resolution passed by a vote of two-thirds of the votes cast at an annual or special meeting, provided that notice of such proposed resolution is given with the notice calling any such meeting and that the Director is given the opportunity to be heard at the meeting prior to the taking of the vote.
- 5.11 No Director of the Association shall (as such) receive any remuneration from the Association but may with the approval of the Directors be allowed subsistence and transportation expenses incurred for attendances at meetings of Directors.

- 5.12 The Directors may from among their number appoint an Executive Committee to be vested with such powers and charged with such duties as the Directors from time to time determine, and the Directors may appoint such other committees to be vested with such powers and charged with such duties as the Directors from time to time determine.
- 5.13 The Directors shall nominate a n Association Member to function as a Controller. This Controller must not be a member of the Board.

BY-LAW VI PROCEEDINGS OF DIRECTORS

- 6.1 The Directors may meet for the dispatch of business and otherwise regulate their meetings as they shall see fit, but so that a meeting of the Directors may always be called by the President, the Vice-president or on the requisition of at least two-thirds of the Directors.
- 6.2 The quorum necessary for the conduct of business by the Directors shall be one-half of the Directors, provided that if a meeting of the Directors has been duly called and one-half of the Directors are not present, the members then present shall constitute a quorum for the sole purpose of adjourning the meeting.
- 6.3 Questions raised at any meeting of Directors shall, except as otherwise provided in these By-laws, be decided by a majority of votes. The chairman of any meeting of Directors shall not be entitled to vote except in the event of a tie.
- 6.4 A resolution in writing signed by all of the Directors shall have the same validity and effect as if it had been passed at a meeting of the Directors duly called and constituted, and it may be signed in counterparts.
- 6.5 If at any meeting of the Directors neither the President nor the Vice-President is present, then the Directors present shall elect from their number a chairman for that meeting.

BY-LAW VII OFFICERS

- 7.1 The officers of the Association shall be a President, a Vice-President, a Treasurer, a Secretary and such other officers as the Directors may by by-law determine. The officers of the Association shall be appointed from among the Directors.
- 7.2 All officers shall be appointed by the Directors. The first officers shall be appointed by the first Directors.
- 7.3 Subject to the provisions of any written employment agreement, the officers of the Association shall be removable from office at the pleasure of the Directors, provided that the officer shall be given the opportunity to be heard at the meeting considering his removal or, if he so elects, at the next meeting of the Directors.
- 7.4 The President, subject to review by the Directors, may appoint such agents and engage such employees as he shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the President at the time of such

appointment. Subject to review by the Directors, the President shall fix the remuneration of agents and employees appointed or engaged by him.

BY-LAW VIII

DUTIES OF OFFICERS

- 8.1 Without being limited by the particularity of any other By-law, the Directors may from time to time prescribe the duties of the officers of the Association.
- 8.2 It shall be the duty of the President, and in his absence the Vice-President, to preside over all meetings of the Directors and of the members of the Association.
- 8.3 The President shall be the Chief executive officer of the Association. He shall have the general and active management of the business of the Association. He shall see that all orders and resolutions of the Directors are carried into effect.
- 8.4 The Vice-President shall perform such duties as shall from time to time be imposed upon him by the Directors or by the President and, in the absence of the President, shall perform his duties.
- 8.5 The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all monies and other valuable effects in the name and to the credit of the Association in such other depositories as may be designated by the Directors from time to time. He shall disburse the funds of the Association as may be ordered by the Directors, taking proper vouchers for such disbursements, and shall render to the President, and to the Directors at their regular meetings or whenever they may require it, an account of all his transactions as Treasurer and of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the Directors.
- 8.6 The Secretary shall attend meetings of the Directors and meetings of the members and act as recording secretary thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of meetings of the members and of the Directors, and shall perform such other duties as may be prescribed by the directors. He shall be custodian of the seal of the Association, which he shall deliver only when authorized by resolution of the Directors to do so and to such person or persons as may be named in the resolution.

BY-LAW IX

MEETINGS OF MEMBERS

- 9.1 The annual meeting of the members of the Association shall be held at such time and place as the Directors may designate, and shall normally be held not later than the 30th day of November.
- 9.2 All other meetings of the members shall be called special meetings. There shall be such special meetings of the members as the Directors may decide, but the Secretary shall convene a special meeting upon the requisition of the President or one-quarter of the voting members of the Association.

- 9.3 At least thirty days' prior written notice shall be given to each member of any annual or special meeting of members, which notice shall specify the business to be brought before the meeting (agenda).
- 9.4 Fifteen of the voting members of the Association present at any meeting, whether in person or by proxy, shall constitute a quorum, provided that if a meeting of the members has been duly called and fifteen of the voting members of the Association are not present, the members then present shall constitute a quorum for the sole purpose of adjourning the meeting.
- 9.5 A member may appoint as his/her proxy any other Regular or Honorary Member to vote at any annual or special meeting.
- 9.6 If at any meeting of the members of the Association neither the President nor the Vice-President is present, then the members present, whether in person or by proxy, shall elect a chairman for the meeting.
- 9.7 At any meeting of the members of the Association each Regular Member and Honorary member present, whether in person or by proxy, shall have one vote. Associate Members and Student Members shall not be entitled to vote. Unless otherwise specially provided by the Canada Corporations Act or by these By-laws, at all meetings of members of the Association every question shall be determined by a majority of votes. Upon the request of any member entitled to vote, a vote shall be conducted by secret ballot, the ballots shall be counted by the secretary of the meeting and the results of the vote shall be announced to the meeting. In the absence of any such requests, all voting shall be upon and by show of hands. The chairman of any meeting of members shall not be entitled to vote as a member except in the event of a tie.
- 9.8 Unless otherwise required by the Canada Corporations Act, the Directors may place questions before the membership by mail and may conduct a vote on the questions by letter ballot.

BY-LAW X FINANCIAL YEAR

- 10.1 The financial year of the Association shall end on the 31st day of March in each calendar year.

BY-LAW XI AUDITORS

- 11.1 The accounts and books of the Corporations shall be examined at least once in each year and reported upon by a firm of chartered accountants, which shall be appointed by the members at the first annual or special meeting of members and hereafter at each annual meeting of members, to hold such appointment until the closing of the next ensuing annual meeting or until a successor firm has been appointed, and shall be eligible for re-appointment.

BY-LAW XII EXECUTION OF INSTRUMENTS

- 12.1 The seal of the Association shall remain in the custody of the Secretary or such other officer of the Association as the Directors may from time to time determine.

- 12.2 Deeds, transfers, licences, contracts, and engagements on behalf of the Association shall be signed by such Directors or officers as may be authorized by the Directors and the seal of the Association shall be affixed to such instruments as require the same.
- 12.3 All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Directors or officers of the Association in such manner as shall from time to time be determined by the Directors. Any one of such Directors and officers may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any two officers so appointed by the Directors may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- 12.4 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 Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such Directors or officers of the Corporation and in such manner as shall from time to time be determined by the Directors.

BY-LAW XIII

WINDING UP

- 13.1 No part of the property, money, or other assets of the Association shall be available for the benefit of any member on the winding up or liquidation of the Association.
- 13.2 In the event of dissolution or winding up of the Association, all its remaining assets after payment of its liabilities shall be transferred to a non-profit organization or organizations in Canada having cognate or similar objects.

BY-LAW XIV

NOTICES

- 14.1 Any Notice required to be given to a member by these By-laws shall be in writing and shall conclusively be deemed to have been given when the notice has been deposited in the mail in a prepaid, sealed envelope or a prepaid postal card addressed to the member, at the address given or shown on the records of the Association. Any such notice shall be deemed to have been received on the day next following the day of mailing thereof.

BY-LAW XV

RULES AND REGULATIONS

- 15.1 The directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient.

BY-LAW XVI**AMENDMENT OF BY-LAWS**

- 16.1 By-laws of the Association may be enacted, repealed or amended by By-law enacted, at a meeting of the Board of Directors with representation in person or by proxy of a minimum of 50% plus one of all Directors and sanctioned by an affirmative vote of at least two-thirds of the members represented, and the meeting duly called for the purpose of considering the said By-law, provided that the enactment repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Corporate and Consumer Affairs has been obtained.