

**CONSTITUTION OF
FENESTRATION ASSOCIATION OF BRITISH COLUMBIA**

- 1.** The name of the Society is: FENESTRATION ASSOCIATION OF BRITISH COLUMBIA.
- 2.** The purposes of the Society are:
 - (a)** To establish and maintain high standards of professional conduct in the design, manufacture, marketing, application and maintenance of fenestration products. (Fenestration refers to the design and/or disposition of openings in a building or wall envelope. Fenestration products typically include: windows, doors, louvres, vents, wall panels, skylights, storefronts, curtain walls, and slope glazed systems)
 - (b)** To represent and act for the fenestration industry before all departments and agencies of government and individuals and other organizations whose activities affect the fenestration industry;
 - (c)** To promote cooperation between other groups within related industries;
 - (d)** To gather information relating to the fenestration industry and to communicate such information to members of the Society and to other interested parties;
 - (e)** To develop an image of a responsible and valuable fenestration industry;
 - (f)** To promote industry related research;
 - (g)** To attain uniformity among the members of the Society on such principles as may be decided upon from time to time by the Board of Directors as being for the good of the industry as a whole and to do all such other things as are incidental to the attainment of the purposes of the Society;
 - (h)** To help improve the quality and qualification of tradespersons in the fenestration industry through training and education

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**ARTICLE I
INTERPRETATION**

1. In these bylaws, unless the context otherwise requires,
 - (a) “directors” means the directors of the society for the time being;
 - (b) “registered address” of a member means a member’s address as recorded in the register of members;
 - (c) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (d) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

**ARTICLE II
MEMBERSHIP**

1. The members of the society are the applicants for incorporation of the society and those persons who subsequently have become members, in accordance with these bylaws and, in either case, have not ceased to be members.

2. A person may apply to the director’s membership in the society as a Regular, Supplier or Associate and on acceptance by the directors shall be a Regular, Supplier or Associate member.
 - (a) A Regular member includes contractors, window and door manufacturers, door prehangers and installers.
 - (b) A Supplier member is a company that supplies directly to the fenestration industry.
 - (c) An associate member is an individual, company, organization or other entity that provides technical knowledge, consultation or other related services to the fenestration industry.

3. Every member shall uphold the constitution and comply with these bylaws.

4. A person shall cease to be a member of the society:
 - (a) by delivering the person’s resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
 - (b) on his or her death or in the case of a corporation on dissolution;
 - (c) on being expelled; or
 - (d) on having been a member not in good standing for two consecutive months.

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5. A member may be expelled by:
 - (a) A special resolution of the members passed at a general meeting.
 - (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

6. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

**ARTICLE III
MEETINGS OF MEMBERS**

1. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3. The President or any three directors may, or the directors on requisition by 10% or more of the voting members of the Society shall convene an extraordinary general meeting upon giving at least 14 days notice to all members entitled to receive such notice.

4. Notice of a general meeting shall specify:
 - (a) The place, day and hour of meeting, and, in case of special business, the general nature of that business.
 - (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate proceedings at that meeting.

5. The first annual general meeting of the Society shall be held not more than fifteen months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

**ARTICLE IV
PROCEEDINGS AT GENERAL MEETINGS**

1. Special business is:
 - (a) All business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) All business transacted at an annual general meeting, except,

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- i)** the adoption of rules of order;
 - ii)** the consideration of the financial statements;
 - iii)** the report of the directors;
 - iv)** the report of the auditor, if any;
 - v)** the election of directors;
 - vi)** the appointment of the auditor, if required; and
 - vii)** the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 2.** No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 3.** If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.** A quorum is the lesser of 12 full members or 10% of the full membership present or such greater number that the members may determine at a general meeting
- 5.** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 6.** Subject to Article IV, Section 5, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
- 7.** If at a general meeting:
 - (a)** there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b)** the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
- 8.** A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.** When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

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10. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
11. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
12. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which the chairman may be entitled as a member and the proposed resolution shall not pass.
13. Voting rights are as follows:
 - (a) Members in good standing present at a meeting of members are entitled to one vote.
 - (b) Voting is by show of hands or by secret ballot.
 - (c) Voting by proxy is not permitted.
 - (d) A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.
14. Nominations
 - (a) At least sixty (60) days before the annual general meeting the president may select and appoint a nominating committee which shall promptly meet and select a slate of candidates for all elective offices of the society. The candidates must be full members. The Committee shall submit its report to the president at least thirty (30) days prior to the date of the annual general meeting and a copy of such report shall be made available to all full members at that time.
 - (b) Further nominations of full members for any elected offices may be made in writing addressed to the president forty-five (45) days prior to the annual general meeting provided each nomination is signed by at least two (2) full members.

**ARTICLE V
DIRECTORS AND OFFICERS**

1. The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless to:
 - (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

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2. No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
3. The president, vice president, secretary, treasurer and one or more other persons shall be the directors of the society.
4. The number of directors shall be 3 or a greater number determined from time to time at a general meeting.
5. At the first annual general meeting of the society, two directors shall retire from office. At each following annual general meeting two directors and the president shall retire from office when the successors shall be elected. Each director shall be elected for a two year term except the two directors to retire at the first annual general meeting who will be chosen from the directors by ballot and will not include the president.
6. Separate elections shall be held for each office to be filled.
7. An election may be by acclamation; otherwise it shall be by ballot.
8. If no successor is elected the person previously elected or appointed continues to hold office.
9. Voting by mail shall be permitted for the election of directors and officers at each Annual General Meeting as follows:
 - (a) At least 30 days prior to the annual general meeting, the secretary shall mail to each member of the society whose name is on the register of full members a voting paper and other documentation as set out in this paragraph.
 - (b) A voting paper in the form prescribed by the directors shall contain, in alphabetical order, the names of all members nominated for the position of director and/or officers and stating the number of directors and officers to be elected.
 - (c) A plain envelope having printed on it a declaration in the form prescribed by the directors shall be sent to each member (the “declaration envelope”) with the voting paper and an envelope marked “Voting Paper” and addressed to the secretary of the society at its office.
 - (d) For the purpose of voting, a member shall:
 - i) To vote mark “X” opposite the name of each candidate on the voting paper for whom the member desires to vote;
 - ii) Not vote for more candidates than the number to be elected;
 - iii) Place the marked voting paper in the plain envelope, seal the envelope, and place the plain envelope in the declaration envelope;
 - iv) Complete and sign the declaration on the declaration envelope;
 - v) Place the declaration envelope in the addressed envelope marked “Voting Paper,” seal it and mail or deliver it to the secretary.

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- (e) If an addressed envelope is received by the secretary on or after the date of election, the voting paper contained in it shall not be counted.
 - (f) A voting paper that is not marked in accordance with this Section shall not be counted.
 - (g) Inadvertent omission to mail a ballot to a member of the society does not invalidate an election.
 - (h) The secretary shall safely keep, unopened, all envelopes marked "Voting Paper" that are received by the secretary before the date of election, and on the date of the election, they shall be opened by the secretary in the presence of the other scrutineers and the declaration envelopes removed but not opened. The scrutineers shall examine and satisfy themselves in respect of the declarations. The secretary, in the presence of the other scrutineers shall remove the plain envelopes from the declaration envelopes and place them together unopened and the secretary shall mix them so that they cannot be identified. The scrutineers shall then open the plain envelopes and scrutinize and count the votes and keep a record of them in a book to be provided by the society. A candidate or the candidate's agent is entitled to be present at the opening and scrutinizing of the voting papers.
 - (i) The candidates receiving the greatest number of votes in person and by mail shall be declared by the secretary to be elected as directors. The secretary shall also declare those elected as officers.
 - (j) The voting papers and other documents of an election shall be kept by the secretary for four (4) weeks, or if a Petition to vary is filed within ten days after the date of the election, until after the Petition is heard and determined.
 - (k) In case of failure at an election to elect the requisite number of directors, the elected directors may appoint to the vacant place or places a member of the society qualified to be elected as director and the member appointed shall hold office as if the member had been duly elected to such position.
- 10.** The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (a) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society, but is eligible for re-election at the meeting.
- 11.** If a director resigns his or her office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (a) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 12.** The members may by special resolution remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

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- 13.** No director shall be remunerated for being or acting as director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

**ARTICLE VI
PROCEEDINGS OF DIRECTORS**

- 1.** The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (a)** The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be majority of the directors then in office.
 - (b)** The president shall be a chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
 - (c)** A director may at any time, and the secretary, on the request of a director, shall convene a meeting of the directors.
- 2.** The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (a)** A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 3.** A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meetings, the directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.
- 4.** The members of a committee may meet and adjourn as they think proper.
- 5.** For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.** A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, fax or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

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- (a) no notice of meeting of directors shall be sent to that director; and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
- 7. Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
 - (a) In case of an equality of votes the chairman does not have a second or casting vote.
- 8. No resolution proposed at a meeting of directors or committee or directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 9. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.
- 10. If any director shall absent himself or herself from three or more director's meetings without reasonable excuses or be expelled from the Society, the continuing directors may declare the director's office vacated and appoint a successor to the director's place to hold office until the next General meeting.

**ARTICLE VII
DUTIES OF OFFICERS**

- 1. The president shall preside at all meetings of the society and of the directors.
- 2. The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
- 3. The vice president shall carry out the duties of the president during the president's absence.
- 4. The secretary shall:
 - (a) conduct the correspondence of the society;
 - (b) issue notices of meetings of the society and directors;
 - (c) keep minutes of all meetings of the society and directors;
 - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the society;
 - (f) maintain the register of members.
- 5. The treasurer shall:

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- (a) keep the financial records, including books of account, necessary to comply with the Society Act; and
 - (b) render financial statements to the directors, members and others when required.
6. The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
7. When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that may have been determined pursuant to Article V Section 2 b).
8. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

**ARTICLE VIII
MEMBERSHIP DUES**

1. Dues shall be assessed against and paid by members at such times and in such amounts as may be determined by the board of directors of the society. Special assessments may be determined by vote of the full members. Any member whose dues, fees or assessments are in arrears for a period of sixty (60) days from the date of assessment may be expelled by the board of directors.

**ARTICLE IX
SEAL**

1. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
2. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary treasurer.

**ARTICLE X
BORROWING**

1. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
2. No debenture shall be issued without the sanction of a special resolution.
3. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

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**ARTICLE XI
NOTICES TO MEMBERS**

1. A notice may be given to a member, either personally or by fax, E-mail or by mail to the member at the member's registered address.
2. A notice sent by fax, E-mail or by mail shall be deemed to have been given on the second day following that on which the notice is faxed or posted, and in proving that notice has been given it is sufficient to prove the notice was properly transmitted, if by fax, or addressed and put in a Canadian post office receptacle, if by mail.
3. Notice of a general meeting shall be given to:
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Article XV applies.
 - (c) No other person is entitled to receive a notice of general meeting.

**ARTICLE XII
BYLAWS**

1. On being admitted to membership, each member is entitled to and the society shall give the member, without charge, a copy of the constitution and bylaws of the society.
2. These bylaws shall not be altered or added to except by special resolution.

**ARTICLE XIII
RULES OF ORDER**

1. Roberts Rules of Order will prevail at all meetings of the Society.

**ARTICLE XIV
AMENDMENTS**

1. These by-laws may be amended repealed or added to by special resolution at the annual general meeting of the society, or at a special meeting as defined herein.

**ARTICLES XV
AUDIT**

1. The auditor of the society shall be appointed by the members at the annual general meeting. The auditor shall be appointed for a term of one year. The auditor shall prepare a report to the members and Directors of the Society in sufficient time to be available at the Annual General Meeting each year.

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**ARTICLE XVI
INSPECTION OF BOOKS AND RECORDS**

1. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Society shall be open to the inspection of members of the Society, and no member shall have any right to inspect any account or book or document of the Society except as conferred by law or otherwise by the Directors or by ordinary resolution of the members whether previous notice thereof has been given or not.

**ARTICLE XVII
DISPOSITION OF FUNDS**

1. Upon the dissolution of the Society, and after payment of all indebtedness of the Society, any remaining funds, investments and other assets of the Society shall be distributed to such legally recognized charitable organizations as may be determined by the Board of Directors and approved by two-thirds majority vote of the representatives of the Members.

As at April 2, 2012

Witness (es)

Print Name Zana Gordon
Signature _____
Home Address 2625 St Gallen Way
City Abbotsford
Prov/PCode BC, V3G 1C3

Print Name Zana Gordon
Signature _____
Home Address 2625 St Gallen Way
City Abbotsford
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Home Address 2625 St Gallen Way
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Applicants for the Corporation

Print Name Terry Adamson
Signature _____
Home Address 7728 Mt. Thurston Drive
City Chilliwack
Prov/PCode BC, V4Z 0A3

Print Name Al Jaugelis
Signature _____
Home Address 4664A Evergreen Lane
City Delta
Prov/PCode BC, V4K 2W5

Print Name David Langton
Signature _____
Home Address 2240 Charleswood Drive
City Kelowna
Prov/PCode BC, V1P 1E4

Print Name Debra Dotschkat
Signature _____
Home Address 306 – 2760 Auburn Road
City Westbank
Prov/PCode BC, V4T 4C2

