



CANADIAN DOOR INSTITUTE OF MANUFACTURERS AND DISTRIBUTORS  
INSTITUT CANADIEN DE MANUFACTURIERS ET DISTRIBUTEURS DE PORTES

*By-Law revised and approved by the members to comply with the Canada Not-for-Profit Corporation Act (CNCA) – September 2013.*

**Article 1 – Head Office**

The head office of the Institute shall be located in the City of Toronto in the Province of Ontario and at such place therein as the directors of the Institute may from time to time by resolution determine.

**Article 2 – Directors**

***2.1 – Board Size and Quorum***

The affairs of the Institute shall be managed by a board of directors the size of which is specified in the Articles, and a majority of whom shall constitute a quorum.

***2.2 – Term of Office and Eligibility***

Directors shall each serve for a term of three years, and those terms shall be staggered so that no more than one-third of the directors shall be elected in any one year.

To be eligible for election as a director, a person must:

- a) have attained the age of eighteen years;
- b) not have been judged incapable by a court in Canada or elsewhere;
- c) not have the status of a bankrupt;
- d) be an individual and not a corporation, partnership, association or other organization;
- e) be a member in good standing of the Institute; and
- f) meet such other criteria as the board may by policy determine.

***2.3 – Election of Directors***

Candidates for the office of director shall be nominated by a Nominating Committee consisting of the immediate Past President of the Institute and at least two other persons appointed by the board of directors.

Directors shall be elected on a show of hands unless a poll is demanded and if a poll is demanded such election shall be by ballot.

Retiring directors shall be eligible for re-election if otherwise qualified and shall in any event continue in office until their successors shall have been duly elected or appointed. A retiring director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected or appointed.

#### ***2.4 – Vacating the Office of Director***

The office of a director of the Institute shall be automatically vacated:

- a) if he ceases to meet the criteria identified in Article 2, above;
- b) if by notice in writing to the Secretary of the Institute he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- c) if at a special general meeting of Members a resolution is passed by a majority of the Members present in person or represented by proxy at the meeting that he be removed from office;
- d) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the directors may by resolution fill the vacancy by appointing a person for the balance of the term of the former director.

### **Article 3 – Meeting of Directors**

#### ***3.1 – Convening Meetings of Directors***

Meetings of the board of directors and of the executive committee of the board of directors (if any) may be held at any place within or outside Canada.

A meeting of directors may be convened any time by the President or a Vice-President or any two directors, and the Secretary/Treasurer, by direction of the President or a Vice-President or any two directors, shall convene a meeting of directors. The directors may from time to time by resolution determine to hold regular meetings of the directors and shall by such resolution fix the dates or times of such regular meetings; so long as any such resolution is in effect, the Secretary of the Institute shall convene such regular meetings by notice given in the manner hereinafter referred to.

#### ***3.2 – Notice of Meetings***

Notice of any meeting of directors stating the day, hour and place of meeting shall be given to each director at least five days before the meeting is to take place; provided always that meetings of the board of directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. A director who is present at a meeting for the purpose of disputing whether such meeting was lawfully called shall not be deemed to have

waived notice thereof. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director and such waiver may be validly given either before or after the meeting to which such waiver relates.

For the first meeting of the board of directors to be held immediately following the election of directors at an annual or special general meeting of the Members or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

### ***3.3 – Electronic Participation in Meetings***

Directors may, with the consent of the board of directors and provided suitable facilities exist to permit them to hear and be heard, participate in any meeting electronically and any meeting may, subject to consent of the participants, be held entirely by electronic means. Consent may be general or in respect of a particular meeting. All directors participating electronically shall be deemed to be present in person.

### ***3.4 – Remuneration of Directors***

Directors shall not receive any remuneration for their services but shall be entitled to receive reimbursement for any expenses incurred in connection with the affairs of the Institute including, without limitation, travelling expenses.

### ***3.5 – Powers of Directors***

The directors may exercise all such powers of the Institute as are not by the Canada Not-for-Profit Corporations Act (the “Act”) or by the By-laws of the Institute required to be exercised by the Members at general meetings.

### ***3.6 – Dissenting from a Motion or Action***

Any director, whether or not present at a meeting of directors at which a resolution was passed or action taken, is deemed to have consented to the resolution or action unless he causes his dissent to be placed with the minutes of such meeting or sends a dissent in writing by registered mail or delivers it to the head office of the Institute. A director who votes for or explicitly consents to a resolution or action is not entitled subsequently to dissent thereto.

## **Article 4 – Submission of Contracts or Transactions to Members for Approval**

The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the Members or at any special general meeting of the Members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act) shall be as valid and binding upon the Institute and upon all the Members as if it has been approved or ratified by every Member of the Institute.

Where a contract, act or transaction in which a director of the Institute has an interest is approved or ratified by the Members as aforesaid, the interested director shall not be accountable to the Members or the Institute for any profit realized therefrom provided:

- a) he acted honestly and in good faith;
- b) he disclosed his interest to the Members in a manner sufficient to indicate its nature and extent before the contract, act or transaction was approved or ratified; and
- c) the contract, act or transaction was reasonable and fair to the Institute when it was approved or ratified.

#### **Article 5 – Indemnities to Directors and Others**

a) The Institute may indemnify a present or former director or officer of the Institute, or another individual who acts or acted at the Institute's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Institute or other entity.

b) The Institute may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection 9.1, above. The individual shall repay the money if the individual does not fulfill the conditions of Section 9.3.

The Institute may not indemnify an individual under Section 9.1 unless the individual:

(a) Acted honestly and in good faith with a view to the best interests of the Institute or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Institute's request; and

(b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

The Institute may, with the approval of a court, indemnify an individual referred to in Section 9.1, or advance money under Section 9.2, in respect of an action by or on behalf of the Institute or other entity to procure a judgment in its favour to which the individual is made a party because of the individual's association with the Institute or other entity as described in Section 9.1, against all costs, charges and expenses reasonably incurred by the individual in connection with the action, if the individual fulfills the conditions set out in Section 9.3.

Despite subsection 9.1, an individual referred to in that subsection is entitled to indemnity from the Institute in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Institute or other entity as described in that subsection, if the individual seeking indemnity

(a) Was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and

(b) Fulfills the conditions set out in Section 9.3.

## **Article 6 – Membership**

### ***6.1 – Eligibility, Applications for Membership***

Corporations, companies, partnerships and individuals engaged in or who are directly or indirectly connected with the design, manufacture and/or distribution of upward acting doors and/or equipment and who satisfy the requirements listed hereinafter may therefore may application to the board of directors for general membership in the Institute. The directors may in their discretion accept or reject any such application. Upon such acceptance and payment of the fee (or such part thereof as the directors may determine) for the then current fiscal year of the Institute and so long as such applicant remains in good standing with the Institute, such applicant shall be a member (in this By-law called a “Member” and all such Members being called the “Members) of the Institute with all the rights and subject to all the obligations of a member. Each member shall be entitled to one vote in person or by proxy at all meetings of Members.

To be eligible to become and remain a member of the Institute, each applicant shall:

a) maintain Workers’ Compensation insurance as per the governing rules of the Workers’ Compensation Board or similar organization in the applicant’s jurisdiction and provide the Institute with the applicant’s clearance number and rate group number;

b) maintain liability insurance and provide the Institute evidence thereof; and

c) maintain a Goods and Services Tax or Harmonized Sales Tax account with the Canada Revenue Agency and provide the Institute with the applicant’s number associated therewith.

Applicants and Members domiciled in the United States of America shall meet the equivalent for their respective jurisdictions of the Workers’ Compensation and liability insurance requirements.

The directors may from time to time establish other classes of membership in the Institute and prescribe the designation, rights and obligations of each such other class provided that only the Members or any duly appointed proxy of a Member shall be entitled to vote at or participate in any meeting of the Members.

### ***6.2 – Termination of Membership***

The membership of a Member is terminated when:

a) the Member dies, or, in the case of a corporation, partnership, proprietorship, association or other organization, becomes insolvent or bankrupt;

- b) the Member resigns;
- c) the Member is expelled or his membership is otherwise terminated in accordance with the By-laws;
- d) the Member's term of membership expires and is not renewed; or
- e) the Institute is liquidated and dissolved under the Act.

The rights of a Member, including any rights in the property of the Institute, cease to exist on termination of the membership.

## **Article 7 – Executive Committee**

### ***7.1 – Elections and Term of Office***

The board of directors, whenever it consists of more than six, may from time to time elect from among its number an executive committee consisting of such number of directors, not less than three, as the board of directors may by resolution determine. Each member of the executive committee shall serve during the pleasure of the board and, in any event, only so long as he shall be a director. The board of directors may fill vacancies in the executive committee by election from among its number. If and whenever a vacancy shall exist in the executive committee, the remaining members may exercise all its powers so long as a quorum remains in office.

### ***7.2 – Powers of Executive***

During the intervals between the meetings of the board of directors the executive committee shall possess and may exercise (subject to any regulations which the directors may from time to time impose) all of the powers of the board of directors in the management and direction of the affairs of the Institute (save and except only such acts as must by law be performed by the directors themselves or by the Members in general meeting) in such manner as the executive committee shall deem best for the interests of the Institute in all cases in which specific directions shall not have been given by the board of directors.

Subject to any regulations imposed from time to time by the board of directors, the executive committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time.

### ***7.3 – Meetings of Executive***

Meetings of the executive committee may be held at the head office of the Institute or at any other place in or outside Canada. The executive committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the board of directors.

#### ***7.4 – Electronic Participation in Meetings***

Members of the executive committee may, with the consent of the committee, and provided suitable facilities exist to permit them to hear and be heard, participate in any meeting electronically and any meeting may, subject to consent of the participants, be held entirely by electronic means. Consent may be general or in respect of a particular meeting. All members of the executive committee participating electronically shall be deemed to be present in person.

#### ***7.5 – Remuneration of Executive***

The members of the executive committee shall not receive any remuneration for their services but shall be entitled to receive reimbursement for expenses incurred in connection with the affairs of the Institute including, without limitation, traveling expenses.

### **Article 8 – Officers**

#### ***8.1 – Election of Officers***

The board of directors shall annually or more often as may be required elect a President and appoint two Vice-Presidents, and a Secretary/Treasurer to two-year terms. None of the said officers except the President and the Vice-President or Vice Presidents need be members of the board of directors. The directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

#### ***8.2 – Remuneration of Officers***

The directors may fix the remuneration (if any) to be paid to the officers of the Institute who are not directors. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time with or without cause.

#### ***8.3 – Duties of Officers***

In case of the absence or inability or refusal to act of the President, a Vice-President or any other officer of the Institute or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

##### ***8.3.1 - President***

The President shall, when present, preside at all meetings of the board of directors and of Members of the Institute. The President shall be the chief executive officer of the Institute. He shall possess and may exercise such powers and perform such other duties as may from time to time be assigned to him by the board of directors.

### **8.3.2 – Vice-Presidents**

The Vice-Presidents in order of seniority shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-Presidents shall possess and may exercise such other powers and duties as may from time to time be assigned to him or them by the board of directors.

### **8.3.3 – Secretary/Treasurer**

The Secretary/Treasurer shall, when present, act as secretary of all meetings of directors and Members, and shall have charge of the minute books of the Institute and the documents and registers referred to in the Act. He shall perform all duties incident to his office or that are properly required of him by the board of directors.

The Secretary/Treasurer shall, in his capacity as Treasurer, collect all Institute fees and, subject to the provisions of any resolution of the board of directors, shall have the care and custody of all the funds and securities of the Institute and shall deposit the same in the name of the Institute in such bank or banks or with such depository or depositories as the board of directors may direct. He shall keep or cause to be kept the books of account and accounting records required by the Act. He shall perform all duties incident to his office or that are properly required of him by the board of directors. He may be required to give such bond (if any) for the faithful performance of his duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Institute to receive any indemnity thereby provided.

### **8.4 – Appointment of Management**

The board of directors may from time to time appoint an Executive Director, General Manager, Manager or as the case may be and may delegate to him full authority to manage and direct the business and affairs of the Institute (except such matters and duties as by law must be transacted or performed by the board of directors or by the Members in general meeting) and to employ and discharge agents and employees of the Institute or may delegate to him any lesser power. He shall conform to all lawful orders given to him by the board of directors of the Institute and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Institute.

### **8.5 – Vacating Office of Officer**

If the office of the President, Vice-President, or Secretary/Treasurer shall be or become vacant by reason of death, resignation, and disqualification or otherwise, the directors may appoint an officer to fill such vacancy for the unexpired term.

## **Article 9 – Meetings of Members**

### **9.1 – Annual Meeting**

The annual meeting of Members required by the Act shall be held at such place, on such day in each year and at such time as the directors may by resolution determine. At annual meetings, an election of directors shall occur, and there shall be presented a report of the directors of the affairs of the Institute for the previous year, a financial statement of the Institute and the public accountant's report thereon as required by the Act, and such other information or reports relating to the Institute's affairs as the directors may determine.

### **9.2 – Special General Meetings**

Other meetings of the Members (to be known as "special general meetings") may be convened by order of the President or a Vice-President or by the board of directors or by written demand of not less than five percent of the Members, to be held at such date, time and place as the directors may determine.

### **9.3 – Notice of Meetings**

Notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given to each Member and to the public accountant of the Institute as follows:

- a) where notice is given by ordinary pre-paid mail, courier or personal delivery, not less than twenty-one and not more than sixty days before the date of the meeting; or
- b) where notice is given by electronic means such as electronic mail, facsimile or telephone, not less than twenty-one and not more than thirty-five days before the date of the meeting,

provided always that a meeting of Members may be held for any purpose at any date and time and at any place without notice if all the Members are present in person or represented by proxy at the meeting or if all the absent Members entitled to notice of such meeting shall have signified their assent in writing to such meeting being held and such assent may be validly given either before or after the meeting to which such assent relates. A Member attending a meeting to dispute its lawful calling shall not be considered to have waived notice of such meeting, despite his presence thereat.

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members or by the ~~auditor~~ public accountant of the Institute shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

### **9.4 – Voting at Meetings**

Every question submitted to any meeting of Members shall be decided in the first instance by a the majority of votes specified in the Act, the Regulations or these By-laws, given on a show of hands and in the case of an equality of votes the chairman shall not on a show of hands or at a

poll have a second or casting vote in addition to the vote to which he is entitled as a Member. A motion on which the vote is tied shall fail of passage.

At any meeting, unless a poll is demanded, a declaration by the chairman that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

### ***9.5 – Election of Chair***

In the absence of the President and every Vice-President, the Members present and the proxy appointees present of Members shall choose another director as chairman and if no director is present or if all the directors present decline to act as chairman the Members present and the proxy appointees present of Members shall choose one of the Members present or proxy appointees present of Members to be chairman.

### ***9.6 - Adjournment***

If at any meeting a poll is taken on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of directors it shall be taken in such manner and either at once or after adjournment as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

The chairman may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### ***9.7 - Proxy***

The presence of eight Members present in person or represented by proxy shall be necessary to constitute a quorum. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business

### ***9.8 – Participation in Meetings***

At the discretion of the board of directors, and subject to the provisions of the Act and the Regulations, ballots or votes may be conducted by mail, facsimile or on-line poll and any motion or election so conducted shall, if carried by the majority specified in these By-laws, the Act or the Regulations have the same force and effect as if the ballot or vote thereon had been conducted at a meeting of the Members.

Members may not participate in meetings of Members electronically. Members may only participate in person or through the appointment of a proxy. No meeting of Members may be held entirely by electronic means.

#### **Article 10 – Proxy**

Every Member shall be entitled to vote by proxy at a meeting of Members by means of a written instrument of proxy and therein appoint a person who need not be a Member as nominee of the Member to attend and act for such Member at the meeting subject to any conditions and limitations set forth in such instrument.

#### **Article 11 – Committees**

Committees may be appointed from time to time by the directors and given such powers as the directors may from time to time determine. The Chairman of each Committee shall be appointed by the President in consultation with the directors and any such Chairman so appointed may be removed by the President in consultation with the directors. The Chairman of each such Committee shall be responsible for reporting to the President and to the directors of the Institute. The members of such Committees shall not receive any remuneration for their services but shall be entitled to receive reimbursement for expenses incurred in connection with the affairs of the Institute including, without limitation, travelling expenses.

#### **Article 12 – Fees and Dues**

The board of directors will have the authority to determine the dues structure of members and how said dues shall be administered. Such dues shall become due and payable at the time the notice of dues is sent to the Members.

#### **Article 13 – Resignations**

Should a Member wish to withdraw or cancel his membership in the Institute, he shall forward his resignation in writing to the President.

#### **Article 14 – Suspension**

If a Member fails to pay his dues within three months of the time they become due and payable, such Member shall be considered delinquent and shall be deprived of his right to vote or have a voice in the deliberations of the Institute. Such delinquents shall be further liable to suspension at the discretion of the directors of the Institute.

Any Member of the Institute who fails to follow the result of any decision on a properly passed motion at a duly constituted meeting of the Members shall be liable to suspension or termination of his membership at the discretion of a quorum of the remaining Members of the Institute. However, any Member proposed for suspension or termination for the reason in this paragraph contained shall be entitled to due notice of the meeting at which his suspension or termination is to be considered, and shall be permitted to present such defence as he desires on the merits of the case.

### **Article 15 – Voting**

At all meetings of Members every question shall, unless otherwise required by the Act, the Regulations under the Act, or the By-laws of the Institute, be decided by the majority of the votes duly cast on the question.

### **Article 16 – Public Accountant**

The Members shall at each annual meeting appoint a public accountant to audit the accounts of the Institute to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the board of directors.

### **Article 17 – Fiscal Year**

The first fiscal year of the Institute shall end on December 31 of each year.

### **Article 18 – Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Institute, shall be signed by any two directors, and all contracts, documents and instruments in writing so signed shall be binding upon the Institute without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers or other person or persons on behalf of the Institute either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

### **Article 19 – Cheques, Drafts, Notes 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 officer or officers or person or persons, whether or not officers of the Institute, and in such manner as the board of directors may from time to time designate by resolution.

### **Article 20 – Interested Directors**

A director or an officer of the Institute shall disclose to the Institute, in writing or by requesting to have it entered in the minutes of meetings of directors or of committees of directors, the nature and extent of any interest that the director or officer has in a material contract or material transaction, whether made or proposed, with the Institute, if the director or officer:

- (a) Is a party to the contract or transaction;
- (b) Is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or

(c) Has a material interest in a party to the contract or transaction.

The disclosure required above shall be made:

(a) At the meeting at which a proposed contract or transaction is first considered;

(b) If the director was not, at the time of the meeting referred to in paragraph (a), interested in the proposed contract or transaction, at the first meeting after the director becomes so interested;

(c) If the director becomes interested after a contract or transaction is made, at the first meeting after the director becomes so interested; or

(d) If an individual who is interested in a contract or transaction later becomes a director, at the first meeting after the individual becomes a director.

If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Institute's activities, would not require approval by the directors or members, a director or an officer shall, immediately after they become aware of the contract or transaction, disclose in writing to the Institute, or request to have entered in the minutes of meetings of directors or of committees of directors, the nature and extent of their interest.

A director required to make a disclosure under Section 36.1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

(a) Relates primarily to the director's remuneration as a director, an officer, an employee, an agent or a mandatary of the Institute or an affiliate; or

(b) Is for indemnity or insurance.

#### **Article 21 – Interpretation**

In all by-laws of the Institute, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations and the masculine shall include the feminine and the neuter. "Act" shall mean the Canada Not-for-Profit Corporations Act and any statute which hereafter governs the affairs of the Institute. "Regulations" shall mean the Regulations made under the Act. Wherever reference is made in this By-law to any statute or section thereof such reference shall be deemed to extend and apply to any amendment to or re-enactment of the said statute or section, as the case may be.

#### **Article 22 – Amendment of By-Laws**

By-laws of the Institute may be enacted, and the by-laws repealed or amended by by-law enacted, by a majority of the directors at a meeting of the board of directors and sanctioned by such affirmative vote as specified in the Act of the Members present in person or represented by proxy at a meeting duly called for the purpose of considering the said by-law