



Automotive Industries Association of Canada by-laws

Automotive Industries Association of Canada

Association des industries de l'automobile du Canada

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Section 1 - General

Section 1.01 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Association" means the Automotive Industry Association of Canada (AIA Canada);
- c) "Articles" means the original or restated Articles of continuance of the Association;
- d) "Board" means the Board of Directors of the Association and "Director" means a member of the Board of Directors;
- e) "By-laws" means this by-law and any other by-laws of the Association as amended and which are, from time to time, in force and effect;
- f) "Corporate Member" is any Member which is not an individual and includes a body corporate, corporation, company, partnership, syndicate, trust, or any number or aggregate of persons;
- g) "Meeting of Members" includes an annual Meeting of Members or a special Meeting of Members;
- h) "Operating Rules and Procedures" means the rules and procedures approved in accordance with the Association's By-laws;
- i) "Ordinary Resolution" means a resolution passed by a majority of not less than 50 per cent plus 1 of the votes cast on that resolution;
- j) "President" is the senior employee of the Association;
- k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- l) "Special Meeting of Members" includes a special meeting of all members entitled to vote at an annual Meeting of Members; and
- m) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 1.02 Interpretation

In the interpretation of this by-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word "person" shall include an individual, sole proprietorship, partnership, unincorporated association, trust, body corporate, and a natural person in such person's capacity as trustee, executor, administrator, or other legal representative;

- (d) words referring to gender include the feminine, masculine and neuter genders;
- (e) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Section 1.03 Language

This by-law may be reproduced and translated in both the English and French languages. In that event and in the event of any conflict or inconsistency between the two, the English version shall prevail.

Section 1.04 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

Section 1.05 Fiscal year end

The fiscal year end of the Association shall be determined by the Board.

Section 1.06 Banking arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

Section 1.07 Annual financial statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual financial statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Section 2 - Membership

Section 2.01 Membership conditions

Subject to the Articles, there shall be one class of members in the Association. Membership in the Association shall be available only to persons interested in furthering the Association's purposes, who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board, and who are:

- a) Active in the automotive aftermarket industry;
- b) If a corporation, incorporated federally or provincially (or territorially) in Canada; and
- c) Carrying on operations in Canada.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

Section 2.02 Dues and special assessments

Special assessments may be levied by the Board and ratified by a majority vote of the members at a Meeting of Members in accordance with these By-laws.

Members shall be notified in writing of the membership dues or special assessments at any time payable by them and, if any are not paid within the time limit set by the Board, the Members in default shall automatically cease to be Members of the Association.

Section 2.03 Member delegate

Each Corporate Member shall designate one individual ("a Member Delegate") to represent the Corporate Member's interests with the Association including, where applicable, receiving notice of meetings on behalf of the Corporate Member, representing the Corporate Member at meetings, and voting on behalf of the Corporate Member.

The names of each Corporate Member's Member Delegate must be filed annually with the Association in the manner determined by the Board.

Section 2.04 Alternate delegate

In the event that a Member Delegate is unable to attend a Meeting of Members to which he would normally be eligible to attend, another individual may be delegated by the Corporate Member to attend the meeting as an "Alternate Delegate." The name of the Alternate Delegate shall be filed with the Association in the manner and with as much

notice as required by the Board. Alternate Delegates are not proxies but shall act in the capacity of a Member Delegate for the limited purpose of attending the meeting for which they have been delegated and their representation shall expire immediately upon the adjournment of that meeting.

Section 2.05 Term of membership

Membership in the Association shall be an annual. Withdrawal shall be effective upon fulfillment of all obligations for the fiscal year.

Section 2.06 Membership transferability

The interest of a member in the Association is not transferable except with the approval of the Board.

Section 2.07 Termination of membership

A membership in the Association is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these By-laws;
- c. the member resigns by delivering a written resignation to the Chair or the President of the Association in which case such resignation shall be effective on the date specified in the resignation;
- d. the member's term of membership expires;
- e. the Association is liquidated or dissolved under the Act; or
- f. the member is terminated in accordance with the Articles or By-laws.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

Section 3 – Meetings of members

Section 3.01 Annual meeting

There shall be an annual meeting of the membership of the Association no more than fifteen (15) months after last annual meeting, and no more than six (6) months after the end of the fiscal year.

Section 3.02 Special meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the members. Subject to the exceptions in the Act, the Board shall call a special Meeting of Members on written requisition of members carrying not less than 5 per cent of the votes that may be cast at the proposed meeting.

Section 3.03 Place of meetings

Subject to compliance with the Act, Meetings of Members may be held at any place within Canada or, if the Board so determines, outside Canada.

Section 3.04 Special business

All business transacted at a Meeting of Members, except consideration of the financial statements and the auditor's report, election of Directors and reappointment of the incumbent Public Accountant constitutes special business.

Section 3.05 Notice of meetings

Notice of any Meeting of Members can be sent as follows:

- a) To members via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each member. Notice shall be sent to the members at least 21 days but not more than 35 days before the time appointed for the meeting. Where special business shall be transacted, the notice shall contain sufficient information to permit a member to make reasoned judgment on the decision to be taken.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to the By-laws of the Association to change the manner of giving notice to members entitled to vote at a Meeting of Members.

- b) To Directors and the Public Accountant via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each Director and Public Accountant. Notice shall be sent to the members at least 21 days but not more than 60 days before the time appointed for the meeting.

Section 3.06 Waiving notice

A member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

Section 3.07 Persons entitled to be present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the Public Accountant of the Association and such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Association to be present at the meeting. Any other person

may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

Section 3.08 Personal participation

At any Meeting of the Members, a member entitled to vote can do so in person. Members can also vote by means of a telephonic, an electronic or other communication if such facility has been approved by the Board.

Section 3.09 Chair of the meeting

In the event of the absence of the Chair and both of the two Vice-Chairs of the Board the meeting shall be chaired by the immediate Past-Chair of the Board.

Section 3.10 Quorum

A quorum at any Meeting of Members shall be thirty (30) members present at the meeting in person or through a member's authorized delegate.

Section 3.11 Adjournment

The chair of any Meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members provided that the new meeting is within 31 days of the adjournment. 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.

Section 3.12 Votes to govern

At all meetings of the members, every question shall be determined on a show of hands by a majority of votes unless anyone entitled to vote demands a secret ballot or as otherwise specifically provided by the Act or by this by-law. In case of an equality of votes the chair of the meeting shall have the right to exercise a casting vote in order to break the tie.

Section 4 - Directors

Section 4.01 Number of directors

Subject to the minimum and maximum number of Directors as provided for in the Articles, the Directors may, from time to time, fix the number of Directors of the Association and the number of Directors to be elected at annual meetings of the members. No decrease in the number of Directors shall shorten the term of an incumbent Director.

Section 4.02 Qualifications

Directors must be individuals at least eighteen (18) years of age, with power under the law to contract. All Directors must be full time employees of a member of the Association with the exception of one (1) Director-at-large position.

Section 4.03 Terms of office for directors

Directors, upon election (or appointment as per the Articles), shall immediately enter into the performance of their duties and shall continue in office for three (3) years or until their successors shall be duly elected and qualified, or unless they resign, are removed or are otherwise unable to fulfil an unexpired term.

Directors' terms of office will be staggered so as to ensure that no more than one-third of Director positions come due for election in any given year.

Section 4.04 Resignation or removal

Any Director may resign at any time by giving written notice to the Chair or the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the Chair or the President.

Any Director may be removed by a majority vote of the membership at any Meeting of Members at which a quorum is present.

A Director is not entitled to submit to the Association a written statement giving reasons for resigning or for opposing the removal or replacement of the Director if a meeting is called for that purpose.

Section 4.05 Vacancies

Subject to the Act, any vacancy occurring on the Board by reason of death, resignation or otherwise, may be filled by the remaining Directors for the rest of the unexpired term.

If there is not a quorum of Directors or if a vacancy results from the failure to elect the number of Directors required to be elected at any Meeting of Members, the Directors then in office shall forthwith call a special Meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member.

Section 4.06 Remuneration of directors

Directors, as such, shall receive no stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving reasonable remuneration for such services.

Section 5 – Meetings of directors

Section 5.01 Place of meetings

Meetings of the Board may be held at the head office of the Association or at any other place within or outside of Canada, as the Board may determine.

Section 5.02 Calling of meetings

Meetings of the Board may be called by the Chair, one of the Vice-Chairs or any two (2) Directors at any time.

Section 5.03 Notice of meeting

Unless sent by mail, forty-eight (48) hours notice of a meeting of the Board shall be given to each Director. Notice of any such meeting that is sent by mail shall be served in the manner specified in Section 8.01 of this by-law not less than fourteen (14) days before the meeting is to take place. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Section 5.04 First meeting following AGM

Provided that quorum is present, the Board may, without notice, hold a meeting immediately following the annual general meeting.

Section 5.05 Regular meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

Section 5.06 Waiver of notice

Notice of a Board meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Section 5.07 Quorum

A majority of the Directors in office shall form a quorum. For the purpose of determining quorum, a Director may be present in person, or, if authorized under these By-laws, by teleconference or by other electronic means.

Section 5.08 Meetings other than in person

Provided that all Directors consent and can participate and communicate equally and with due regard to security, meetings of the Board and its committees may be held in person, by teleconference, or in any other manner, electronic or otherwise, that is appropriate to conducting the affairs of the Board and the Association.

Section 5.09 Voting

Each Director is authorized to exercise one (1) vote. Unless otherwise provided by this by-law, every question before the Board shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the past chairperson of the meeting shall have the right to exercise a casting vote in order to break the tie. The past chairman will have to always be a voting Director and so needs to be elected by the membership.

Section 5.10 Chair of Board meetings

In the event of the absence of the Chair and both of the two Vice-Chairs of the Board, the meeting shall be chaired by the immediate Past-Chair of the Board.

Section 6 - Officers

Section 6.01 Description of officers

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- **Chair of the Board:** The Chair of the Board (“the Chair”) shall be a Director. The Chair shall, when present, preside at all meetings of the Board of Directors, Committees of Directors, if any, and the Members.
- **1st and 2nd Vice-Chairs:** The 1st and 2nd vice-chair of the Board shall be Directors. If the chair of the Board is absent or is unable or refuses to act, the 1st vice-chair of the Board or in such person’s absence or inability, the 2nd vice-chair shall preside at meetings of the Board of Directors, committees of Directors, if any, and the members.
- **Immediate Past-Chair:** The Immediate Past-Chair shall be the individual most recently occupying the position of Chair, unless such person is unable or unwilling to fill such position, in which case, the Board may appoint any past-chair to fill the position of Immediate Past-Chair. The Immediate Past-Chair need not be a Director.
- **Treasurer:** If appointed, the treasurer must be a Director and shall have such powers and duties as the Board may specify.

Two or more offices may be held by the same person.

Section 6.02 Term of office

Each Officer shall take office upon appointment by the Board and shall serve for one (1) year or until his/her successor is duly appointed by the Board.

Section 6.03 Resignation or removal

Any Officer may be removed by the Board whenever, in its judgment, the best interest of the Association will be served. An Officer may resign at any time by giving written notice to the Chair or the President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent.

Section 6.04 Vacancies

In the event of a vacancy in the office of any Officer, the Board shall fill the vacancy created.

Section 6.05 Remuneration

Officers, as such, shall receive no stated remuneration for their services as Officers, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated Officers of the Association. Nothing herein shall preclude an Officer from serving the Association in any other capacity and receiving remuneration for such services.

Section 7 - Divisions

The Board may establish local divisions with powers to carry out local programs consistent with the purposes of the Association. The Board may regulate, reorganize, combine, divide, or discontinue any division.

Section 8 - Notices

Section 8.01 Method of giving notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board, pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the Public Accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case

of notice to a Director to the latest address as shown in the last notice that was sent by the Association in accordance the Act; or

- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Chair may change or cause to be changed the recorded address of any member, Director, Officer, Public Accountant or member of a committee of the Board in accordance with any information believed by the Chair to be reliable. The declaration by the Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Section 8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

Section 8.03 Omissions and errors

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or Public Accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 9 – Effective date

Subject to matters requiring a special resolution, this By-Law shall be effective when made by the Board.

CERTIFIED to be By-laws No.1 of the Association, as enacted by the Directors of the Association by resolution on the 3rd day of April 2020 and confirmed by the members of the Association by special resolution on the 29th day of April, 2020.