



CONSTITUTION OF THE NORTHUMBERLAND MANUFACTURERS' ASSOCIATION

ARTICLE 1.0 – NAME

1.1 The name of the Association shall be: "NORTHUMBERLAND MANUFACTURERS' ASSOCIATION".

ARTICLE 2.0 – INTERPRETATION

2.1 In this By-law and in all other By-laws and special resolutions of the Association, unless the context otherwise requires:

- i) "By-laws" means this By-law and all other By-laws of the Association from time to time in force and effect;
- ii) "Association" means the Northumberland Manufacturers' Association;
- iii) "Board" means the Board of Directors of the Association.

ARTICLE 3.0 – PURPOSE

3.1 The purpose of the Association shall be to promote continuous improvement, innovation, and high performance within the manufacturing sector of Northumberland County.

ARTICLE 4.0 – HEAD OFFICE

4.1 The head office of the Association shall be in the County of Northumberland, in the Province of Ontario, at such place therein as determined by the Board.

ARTICLE 5.0 - MEMBERSHIP

5.1 There shall be two types of Membership: Full Membership and Associate Membership.

5.2 Full Membership

Full membership shall be open to any manufacturer in Northumberland County. "Manufacturer" shall be defined as any company that is primarily engaged in the physical or chemical transformation of materials or substances into new products. Companies that do not meet this criterion, however, may still be eligible for membership at the discretion of the Board.



5.2.1 Each member may nominate one or more representatives to sit on the Board of Directors or on any committee of the Association, and one representative to vote on its behalf at the Annual General Meeting.

5.3 Associate membership shall be open to any individual or organization that is not qualified for membership under 5.2, but that has an interest in the manufacturing sector of Northumberland County.

5.3.1 Associate members may nominate one or more representatives to attend the Annual General Meeting. However, any such representative(s) will not be eligible to vote, to sit on the Board of Directors, or to participate in any committee of the Association, unless otherwise appointed by the Board.

5.4 The Board reserves the right to refuse membership to any person, company, or organization it deems inappropriate for the Association.

5.5 Membership shall be issued for a period of 12 months. All membership fees shall be paid within sixty (60) days of receipt of membership. Any member failing to pay dues within ninety (90) days of the due date shall forfeit its membership unless, for good cause, granted an extension of time by the Board.

ARTICLE 6.0 – OFFICERS

6.1 The Association shall be governed by the following officers, each of whom shall be elected at the Annual General Meeting for a period of at least one year.

6.1.1 President

The President shall have the power to call meetings, to appoint committees, and to direct the activities of the organization.

6.1.2 Vice-President

The Vice-President shall assist the President in such ways as the latter may direct in the conduct of the affairs of the Association. In the absence of the President, the Vice-President shall conduct meetings and perform the other duties of the President.

6.1.3 2nd Vice-President

The 2nd Vice-President shall assist the Vice-President in such ways as the latter may direct in the conduct of the affairs of the Association. In the absence of the President and Vice-President, the 2nd Vice-President shall conduct meetings and perform other duties as requested.



6.1.4 Secretary

The Secretary shall record the minutes of Board meetings and maintain the membership roster.

6.1.5 Treasurer

The treasurer shall maintain the financial records of the Association.

ARTICLE 7.0 – DIRECTORS

7.1. The Association shall have a Board of Directors consisting of at least seven (7) persons and no more than twelve (12) persons in total elected at the Annual General Meeting for a period of one year. The make-up of the board will ensure the plurality of manufacturing directors - there must always be at least one more manufacturing director than non-manufacturing directors on the board. Upon recommendations of the Board, non-manufacturing persons may be appointed as "ex-officio" directors, but the number of 12 will not be exceeded. All board seats, manufacturing and non, represent voting seats on the board. Also upon recommendation of the board, a president retiring from his officer-ship may be appointed to the "ex-officio" director's role of "Past President" for a term of one year with all directorship rights and privileges and with the added duty of advising the officers of the Association.

7.2 Duties of the Board

The Board shall be responsible for the following functions:

- i) setting the long-term objectives of the Association;
- ii) planning, organizing, and holding general meetings of the Association;
- iii) filling vacancies in its own ranks or the offices of the Association between elections;
- iv) accepting and/or refusing applications for membership which have been received by the Association.

7.3 Authorization of Contracts

The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

7.4 Quorum

A quorum for the transaction of business will be constituted by a majority of the board, of which the manufacturing members exceeds the number of ex-officio (non manufacturing) members. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE 8.0 – COMMITTEES

8.1 The Association shall have Standing Committees, including:

8.1.1 Nominating Committee

The Nominating Committee shall consist of three persons: the President of the Association, ex-officio, who shall chair the Committee, and two other persons to be appointed by the President upon recommendation by the Board.

8.1.2 Special Committees

The Association shall have such ad hoc committees as may be needed from time to time, to be created and appointed by the President upon recommendation by the Board.

ARTICLE 9.0 - MEETINGS

9.1 The meetings of the Association shall be held at such times and places as determined by the President with the consent of the Board.

9.2 There shall be at least one general meeting of the Association each year, which shall be designated as the Annual General Meeting of the Membership.

9.2.1 The members present at the AGM shall constitute a quorum.

ARTICLE 10.0 - ELECTIONS

10.1 The Nominating Committee shall certify to the Secretary, at least seven (7) days prior to the Annual General Meeting, a slate of one or more candidates for each of the offices to be filled by election.

10.2 Any member in good standing may nominate one or more representatives to sit on the Board of Directors. Notice of nomination must be sent to the Secretary at least seven (7) days prior to the Annual General Meeting.

10.3 The Secretary, upon receipt of a slate of candidates in which only one candidate for each of the offices has been recommended by the Nominating Committee, and having



received no further nominations, may request that the slate of candidates recommended by the Nominating Committee be approved unanimously without a vote by ballot.

ARTICLE 11.0 – AMENDMENTS

11.1 The By-laws may be amended at the Annual General Meeting with the consent of the majority of members present. The proposed amendments must be provided, in writing, to each member at least seven (7) days prior to the Annual General Meeting.

ARTICLE 12.0 – LIMITATIONS OF LIABILITY

12.1 The Association indemnifies each Director or Officer against all costs or charges that result from any act or deed committed by that person in the execution of the duties of his or her office.

12.2 No Director or Officer is liable for the acts of any other Director, Officer or employee of the Association. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or a wrongful act of any person, firm or corporation dealing with the Association.

12.3 No Director or Officer is liable for any loss due to an oversight or error in judgment, unless it can be proven that he or she acted dishonestly or in bad faith.

12.4 The Board may purchase such insurance for the protection of its Board as it deems necessary or advisable.