



**Embroiderers' Association of Canada, Inc.**  
**Association canadienne de broderie, Inc.**

## Bylaws

### Corporate Seal

The seal of the Corporation shall be in such form as shall be prescribed by the Officers of the Corporation and shall include the words "THE EMBROIDERERS' ASSOCIATION OF CANADA, INC.".

### Conditions of Membership

Membership in the Corporation shall be limited to persons interested in furthering the practice and knowledge of the art of embroidery whose applications for admission as members have been received by the Membership Director.

There shall be five (5) classes of membership, namely **Chapter Membership**, wherein a person is a member of both the Embroiderers' Association of Canada, Inc. and a Chapter of the Association, **Individual Membership**, wherein an individual is a member of the Association and not be a member of a Chapter of the Association, **Life Membership**, wherein a person is a member of the Association and may or may not be a member of a Chapter of the Association for a single payment as determined by the Board of Directors, **Youth Membership**, wherein a person is age 21 or under and is a member of the Association but not necessarily a member of a Chapter of the Association. Youth members between the ages of 18 and 21 have the option of remaining in the Youth Guild at the same rate as other Youth members or they can choose to join an adult Guild at full price and be able to participate as full Guild Members. After the age of 21, the only member's choice would be to be part of a Guild or as a National Member, and **Affiliate Membership**, wherein the member is an institution, or group in which some or all members are not members of the Corporation. Qualifications for each of the foregoing classes of membership shall be as determined by the Board of Directors. All applications for membership must be in a form prescribed by the Board of Directors. Any person or Chapter accepted for membership in the Corporation shall pay a membership fee set by the Board of Directors. All Chapter members shall be members of the Corporation. Membership fees are payable annually. All members except Youth and Affiliate Members are eligible to vote. Current Life Memberships will be honoured but no new applications will be accepted.

Any member will be considered having withdrawn from the Corporation when fees are past due.

## Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be located at the City of Winnipeg in the Province of Manitoba, Canada, at the place therein where the business of the Corporation may from time to time be carried on.

The Corporation may establish other offices and agencies elsewhere within Canada, as the Board of Directors may deem expedient by resolution.

The property and business of the Corporation shall be managed by a board including four (4) officers and not more than seven (7) directors, of whom not less than three-quarters (3/4) shall constitute a quorum, who shall be elected by and from the members of the Corporation. This board shall be known as the Board of Directors. Board Members must be individuals 18 years of age with power under law to contract. Board Members shall be elected for a term of two (2) years by the members at an annual meeting of members.

Meetings of the Board of Directors may be held at any time and place to be determined by the Board Members provided that 48 hours written electronic notice of such meeting shall be given to each Board Member. There shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meetings of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any officer or director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Board Officer and Director is authorized to exercise one (1) vote. If all the Board Members of the Corporation consent thereto generally or in respect of a particular meeting, a Board Member may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Board Member participating in such a meeting by such means is deemed to be present at the meeting. A resolution in writing, signed by all the Board Members entitled to vote on that resolution at a Board Meeting or Committee of the Board, is as valid as if it had been passed at a Board Meeting or Committee of the Board. Any member entitled to attend EAC meetings may request to attend an electronic meeting of the Board. The result of an electronic vote is as valid as if it had been passed at a regular Board meeting and is to be included in the records of the following meeting. Any member entitled to attend EAC meetings may request to attend an electronic meeting of the Board.

The Board Members shall serve as such without remuneration and no officer or director shall directly or indirectly receive any profit from a position as such; provided that a Board Member may be paid reasonable expenses incurred in the performance of board duties. Nothing herein contained shall be construed to preclude any Board Member from serving the Corporation in any other capacity and receiving compensation therefor.

A retiring Board Member shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted, and a successor is elected.

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

The Board of Directors shall fix a reasonable remuneration for all officers, directors, agents and employees and committee members by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration of such officers, directors, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

### **Indemnity to Officers and Others**

Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, on or about the execution of the duties of the office or in respect to any such liability;
- b. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

### **Powers of the Board of Directors**

The Board Members of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The Board Members have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Board Members shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of

promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

## **Officers**

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and any such other officers as the Board of Directors may determine. The same person may hold any two (2) offices but only in unusual circumstances.

The Board Members of the Corporation shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Board Members shall be subject to removal by resolution of the Board of Directors at any time. The position of officer/director shall automatically be vacated:

- a. If the Board Member has resigned office by delivering a written resignation to the Secretary of the Corporation;
- b. If the Board Member is found by a court to be of unsound mind;
- c. If the Board Member becomes bankrupt or suspends payment or compounds with their creditors;
- d. If at a special general meeting of the members, a resolution is passed by three-quarters (3/4) of the members present at the meeting that the Board Member be removed from office;
- e. On death.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote may, by appointment, fill the vacancy with a member of the Corporation. Each person so appointed will serve until the next annual meeting at which time such vacancy shall be filled by an election of the members.

## **Duties of Officers**

The PRESIDENT shall be the chief executive of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall be ex-officio a member of all committees with the specific exception of the Nominating Committee and shall have a casting vote in case of a tie. The President will prepare and submit to the Board at the annual meeting a statement and report of the preceding year for its approval. The President shall be the custodian of the corporate seal

which shall be delivered only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution.

The VICE PRESIDENT shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties from time to time be imposed upon the Vice President by the Board of Directors. Should both the President and the Vice President be absent or disabled, the performance of their powers and duties shall be delegated to a chairperson appointed by the Board of Directors.

The TREASURER shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in books belonging to the Corporation and shall deposit all moneys, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Board Members at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

The SECRETARY shall be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be.

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

All Board Members of the Corporation shall hold office for two (2) years in any one position with the privilege of re-election for one more term but should automatically vacate all positions for one (1) year after having served on the Board for twelve (12) consecutive years.

### **Execution of Documents**

Contracts, documents or any written instruments requiring the signature of the Corporation shall be signed by any two (2) officers. All contracts, documents and written instruments so signed shall be binding upon the Corporation without any further authorization or formality.

The Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

## **Meetings**

The annual or any other general meeting of the members shall be held at the head Office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Board Members shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Board Members, the financial statement and the Review Engagement report of the accountants shall be presented, and accountants appointed for the Review of Engagement for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or Vice President shall have power to call, at any time, a general meeting of the members of the Corporation. The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than five percent (5%) of the voting rights. Seventy-five (75) members present at a meeting will constitute a quorum. Proxy votes do not count toward quorum. In extreme situations the Corporation may call a meeting using an electronic format.

A minimum of twenty-one (21) days and no more than sixty (60) days notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that they have the right to vote by proxy.

For the purposes of sending notice to any member, Board Member or officer for any meeting or otherwise, the email address of the member, Board Member or officer shall be their last email address recorded on the books of the Corporation. Notice of any meeting and information about special business to be transacted shall be provided as electronic documents as posted on the corporation's website. Members shall be informed of the availability of the electronic documents at the last known email address provided by the member.

Each voting member present at a meeting shall have the right to exercise one (1) vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and of the extent authorized by the proxy. A proxy holder must be a member of the Corporation. A resolution in writing, signed by all the

members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the member of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purposes of sending notice to any member, Board Member or officer for any meeting or otherwise, the address of the member, Board Member or officer shall be their last address recorded on the books of the Corporation.

### **Voting of Members**

At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or these bylaws.

### **Financial Year**

Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be August 31<sup>st</sup>.

### **Committees**

The Board of Directors may appoint committees whose members will hold office at the will of the Board of Directors. The Board Members shall determine the duties of such committees.

### **Amendment of Bylaws**

The bylaws of the Corporation not embodied in the letters patent may be repealed or amended by bylaws enacted by a majority of the Board Members at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the members at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the Minister, Industry Canada.

### **Accountant**

The members shall at each annual general meeting appoint an accountant to review the accounts of the Corporation for report to the members at the next annual general meeting provided that the Board Member may fill any casual vacancy in the office of the accountant. The Board of Directors shall fix the remuneration of the accountant.

### **Books and Records**

The Board Members shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **Rules and Regulations**

On dissolution, all property of the Corporation from whatever sources, and after payment of all liabilities shall be distributed only to institutions, agencies and activities engaged in exercising some function with respect to embroidery in its many forms, as the officers of the Corporation may at that time determine.

## **Interpretation**

In these bylaws and in all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.