

GENERAL BY-LAW

A by-law relating to the proceedings of

FUSION: The Ontario Clay and Glass Association

BE IT ENACTED as a by-law of FUSION: The Ontario Clay and Glass Association as follows:

I. GENERAL

Interpretation

1. In this By-law and in all other by-laws of the Association hereafter passed, unless the context otherwise requires:

(1) “**Association**” means FUSION: The Ontario Clay and Glass Association

(2) “**Board**” means the Board of Directors of the Association;

(3) “**Director**” means a Director of the Association;

(4) “**Member**” means a Member of the Association in any of the Membership classifications set out in section 14 of this by-law;

(5) “**Meeting of Members**” means both the annual general meeting and special meetings of Members;

(6) “**Person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in the capacity of a trustee, executor, administrator, or another legal representative; and,

(7) “**Special meeting**” means a meeting of any class or classes of Members.

2. In this By-law and in all other by-laws of the Association hereafter passed:

(1) unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine or neuter gender, as the case may be; and

(2) the headings used are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-law to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions

Head Office

3. The head office of the Association shall be in the City of Toronto, and at such place therein as the Association may from time to time determine.

Corporate Seal

4. The Association may have a corporate seal, which shall be adopted and may be changed by the Board.

Execution of Instruments

5. Transfers, assignments, contracts, obligations, certificates and other documents and instruments shall be signed on behalf of the Association by two (2) persons:

(1) one of whom is the President, Vice-President, or Treasurer; and

(2) the other of whom is another Director.

In addition, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of documents or instruments may or shall be signed.

Any Director may sign certificates and similar instruments on the Association's behalf with respect to any factual matters relating to the Association's operations, proceedings and affairs, including certificates verifying copies of the by-laws, resolutions and minutes of meetings of the Association.

Execution in Counterpart

6. Any notice, resolution, requisition, statement or other document or instrument required or permitted to be executed by more than one (1) person on behalf of the Association:

(1) may be executed in any number of counterparts, and any such document or instrument, when duly executed by all persons required to do so, shall constitute one (1) and the same document or instrument; and

(2) will be validly executed, whether evidenced by telegram, telex, facsimile or any other method of legibly transmitting written messages.

Banking Arrangements

7. The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the Directors may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Association's behalf by such one (1) or more Directors or other persons as the Directors may designate, direct or authorize from time to time by resolution and to the extent thereby provided.

Books and Records

8. The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept. The Directors shall ensure that the Association's accounts and financial transactions are audited annually.

9. Any Member may inspect the books and records of the Association at any reasonable time at the office of the Association.

Financial Year

10. The financial year of the Association shall end on the 31st day of March in each year.

Auditors

11. The Members shall, at each annual meeting, appoint a person to conduct a review engagement in respect of the financial statements of the Association for the next fiscal year, provided that the Association is permitted to do so under the Not-for-Profit Corporations Act (Ontario). If an appointment is not so made, the person in office shall continue until a successor is appointed.

Rules and By-laws

12. The Board of Directors may from time to time prescribe such rules and regulations relating to the management and operation of the Association as they deem expedient, provided such rules and regulations are not inconsistent with these by-laws and have force and effect only until the next annual meeting of Members of the Association when they shall be confirmed. In default of confirmation at the next annual general meeting, the said rules and regulations shall cease to have force and effect.

13. The by-laws of the Association may be amended or repealed by by-law enacted by a two-thirds majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of those Members present and entitled to vote at a meeting of Members duly called for the purposes of considering said by-law.

II. MEMBERS

Categories of Membership

14. Membership in the Association shall be open to all persons interested in furthering the objects of the Association and whose application for Membership has been approved by the Board further to the following Membership classifications:

(1) Regular Members are individuals admitted to the regular Membership. Regular Members are entitled to all the rights and privileges of Membership in the Association.

(2) Student Members are individuals who are under 18 years of age and provide valid proof of age, or who are registered in a full-time academic program at a recognized school, university, community college, or other recognized educational institution and provide valid proof of said registration. Student Members are entitled to all the rights and privileges of Membership in the Association.

(3) Senior Members are individuals who are 65 years of age and older and provide valid proof of age. Senior Members are entitled to all the rights and privileges of Membership in the Association.

(4) Members of an Affiliated Society are individuals who are bona fide Members of an Affiliated Society of the Association and provide valid proof thereof. Members of an Affiliated Society are entitled to all the rights and privileges of Membership in the Association.

(5) Affiliated Societies are guilds, societies having an independent charter, groups of individuals with a mission or objects similar to those of the Association, or institutions such as a university, school, board of trade, welfare society, business, professional association or similar organization that signifies an intent to forward the objects of the Association, and who pay to the Association an annual fee fixed by the Board. An Affiliated Society shall have two votes at all meetings of Members.

(6) Honorary Members are persons who have rendered outstanding service to the Association. Upon the recommendation of the Board, an honorary Member shall be elected by an affirmative vote of at least two-thirds of those Members present and entitled to vote at a meeting of Members. Honorary Members are entitled to all the rights and privileges of Membership in the Association. Honorary Members shall not be subject to Members' fees.

(7) Outside of Canada Members are Members residing outside the country. Outside of Canada Members are entitled to all the rights and privileges of Membership in the Association.

Interest in Membership

15. The interests of all Members in the Association are not transferable and lapse and cease to exist upon the death of a Member, the winding-up of the Association, or otherwise in accordance with these by-laws.

Removal

16. Any Member who fails to comply with the objects of the Association or who acts in a manner detrimental to the Association may be expelled by a two-thirds majority vote of the Board, subject to a right of appeal to the Board and to the Membership.

Resignation

17. Any Member may resign in writing, and such resignation shall be effective upon the delivery of the resignation, or a copy thereof, to the Board.

Membership Fees

18. Fees shall be payable by all Members to the Association, except Honorary Members. Fees shall be fixed, from time to time, by the Board. No person in arrears shall be entitled to any privileges of Membership in the Association.

III. DIRECTORS

Duties of Directors

19. The affairs of the Association shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the by-laws or any resolution of the Association or by statute expressly directed or required to be done by the Association at a meeting of Members.

Number of Directors

20. The Board shall consist of no fewer than five and no more than 21 Directors.

Quorum

21. A majority of the number of Directors shall constitute a quorum for the transaction of business. Notwithstanding vacancies on the Board, a quorum of Directors may exercise all the powers of the Association.

Election

22. Directors shall be eligible for election at the annual general meeting of Members, and to hold office for a period of two years at which time they may stand for re-election or retire.

23. The election of a Director shall be by a show of hands, Yay or Nay by electronic means or by resolution of the Members unless a ballot be demanded by any Member.

Qualifications

24. No person shall be qualified as a Director unless he shall be eighteen or more years of age and a Member in good standing of the Association.

Vacation of Office

25. The office of a Director shall be vacated if:

(1) a receiving order is made against the Director or if the Director makes an assignment under the *Bankruptcy Act*

(2) the Director is found to be a mentally incompetent person or becomes of unsound mind and has been so found by a court in Canada or elsewhere;

(3) the Director, by notice in writing to the Association resigns office which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later; or

(4) the Director dies.

Removal

26. The Members may, by a resolution passed by an affirmative vote of at least two-thirds of those Members present and entitled to vote at a meeting of Members duly called for the purpose, remove any Director before the expiry date of his term of office and may, by a majority vote, elect any Member in his stead for the remainder of his term, or the vacancy may be filled by resolution of the Board if the remaining Directors constitute a quorum.

Action by the Authority

27. The Association shall exercise its powers by or pursuant to by-laws or resolutions either passed at a meeting of the Board at which a quorum is present or consented to by the signatures of all the Directors then in office if constituting a quorum.

Action in Writing

28. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board. Such resolutions may be in counterparts, each signed by one or more Directors.

Meeting by Communication Facilities

29. Any Director may participate in a meeting of the Board by means of such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other if all the Directors present at or participating in the meeting consent or have consented to the holding of meetings in such manner. The Secretary of the Association shall ensure that each particular meeting is handled in a secure fashion. Each vote cast by a Director participating by electronic means shall be recorded in the minutes by the Secretary of the Association.

Regular Meetings

30. Meetings of the Board shall be held at least four times annually. The Directors may designate a day or days in any month or months for regular meetings of the Directors at a place and hour to be named. A copy of any resolution of the Board fixing time and place of regular meetings shall be sent to each Director immediately after being passed, but no other notice shall be required for any such meeting, provided that notice of any such resolution is received at least fourteen days prior to any such meeting or meetings.

Place of Meetings

31. Meetings of the Board may be held at the head office of the Association, by electronic means or at any other place in the Province of Ontario that is consented to by the Directors.

Calling of Meetings

32. Meetings of the Board shall be held from time to time at such place, on such day and at such time as the President or any five (5) Directors may determine.

Notice of Meetings

33. Notice of the time and place of every meeting of the Board shall be given to each Director not less than fourteen days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice or otherwise signify their consent to such a meeting being held. Providing a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

Conduct of Meetings

34. The conduct of all meetings of the Board and all meetings of committees of the Board shall be governed by generally accepted practices as in Robert's Rules of Order Newly Revised.

35. The President, or in his absence the Vice-President, shall be chair at any meeting of the Board; and if no such officer is present the Directors present shall choose one of their number to be chair.

Votes to Govern

36. At all meetings of the Board at which a quorum is present, any question shall be decided by the Directors present. Each Director is authorized to exercise one (1) vote. Any question arising at a meeting of the Board shall be decided by a majority vote, except for those designated in these by-laws and Robert's Rules of Order, on a show of hands or Yay or Nay by electronic means unless a ballot is requested by any Director. In the case of an equality of votes, the chair of the meeting shall be entitled to a second, or casting vote.

Ex-Officio Members of the Board

37. The Board may from time to time appoint ex-officio Members to the Board, but such Members shall have no vote nor shall they be counted for the purpose of a quorum. They will have all other rights and privileges of a Director.

Committees

38. The Directors may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Directors shall see fit. Any such committee may fix its quorum, provided that such quorum shall not be less than a majority of its Members, and, subject to section 33, may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may remove any committee Member. The President shall be ex-officio Member of all committees.

Executive Committee

39. The Board may occasionally appoint an executive committee to oversee the Association's day-to-day business. The executive committee shall consist of the President, who will act as chair, the Vice-President, Treasurer, Secretary and such other Directors as the President sees fit to appoint.

Powers

40. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association. The Board from time to time may delegate by resolution to a Director the right to employ and pay salaries to employees.

41. The Board 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 at the time of such employment.

42. The Board shall take such steps as it may deem requisite to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association.

43. From time to time, the Board may vary, limit, or add to the powers and duties of any Director or officer.

44. The Board shall have the power from time to time to appoint agents or attorneys for the Association in or out of Canada with such powers of management or otherwise, including the power to sub-delegate, as may be thought fit.

45. The Board may require the officers, employees and agents of the Association, as it may deem advisable, to furnish bonds for the faithful discharge of their duties, in such form and with such surety as it may from time to time prescribe.

Validity of Acts

46. The acts of a Director or of an officer of the Association shall be valid despite any defect that may afterwards be discovered in his or her appointment or qualification

IV. REMUNERATION

47. The Directors shall receive no compensation either directly or indirectly for acting as such and not receive either directly or indirectly any profit from their office. The Directors shall be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board, meetings of Members, or in the performance of the business of the Association previously authorized by the Board. No confirmation by the Members of any such payment shall be required.

V. OFFICERS

President

48. The President shall have the general direction and management, subject to the authority of the Board, of the business and affairs of the Association, and the power to appoint and remove all employees and agents of the Association not elected or appointed by the Board, and to settle the terms of their employment and remuneration. The President shall preside at all meetings of Members, meetings of the Board and executive meetings of the Association and shall be ex-officio Member of all committees. They shall have such other powers and duties as the Board may prescribe.

Past President

49. The Past President shall be a full member of the Board of Directors, able to vote and eligible to count towards quorum of directors, for the term of the President who succeeds him. They shall perform such duties as the Board may prescribe.

Vice-President

50. During the absence or disability of the President, their duties shall be performed, and their powers exercised by the Vice-President or if there are more than one, by the Vice-Presidents in order of rank of position. A Vice-President shall have such other powers and duties as the Board may prescribe.

Treasurer

51. The Treasurer shall have custody of the Association's funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall deposit all monies and other valuable effects in the name and to the credit of the Association and in such depositories as may be designed by the Board from time to time. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and to the Board regular meeting of the Board, or

whenever they may require it, an account of all transactions and an opinion of the financial position of the Association.

Secretary

52. The Secretary shall either attend and be the Secretary of all meetings of Members and the Board or shall ensure that a recorder, approved by the Directors, is present at all such meetings, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings thereat. The Secretary shall give, as when instructed, all notices of meetings to Members and Directors. The Secretary shall be the custodian of the corporate records, documents and other instruments belonging to the Association except when some other officer or agent has been appointed for that purpose. The Secretary shall perform such other duties as the Board or President may prescribe.

Chair of Standing Committees

53. The chair of each standing committee shall:

- (1) Direct committee's work as prescribed by the Board.
- (2) Submit plans of the committee's work to the Board or the Executive Committee for approval
- (3) Not undertake any work of the standing committee without the approval of the Board or Executive Committee.
- (4) Report to the Board on a regular basis.

Other Officers

54. The Directors may from time to time appoint such other officers as they shall deem necessary. The duties of all other officers of the Association shall be such as the terms of their engagement call for or as may from time to time be prescribed by the Directors. All officers shall be subject to removal by resolution of the Directors at any time, with or without cause.

VI. INDEMNIFICATION

Limitation of Liability

55. Every Director and officer of the Association in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance. Subject to the foregoing and any duties, obligations or responsibilities imposed by statute, no Director or officer of the Association shall be liable for anything done or omitted in good faith in the exercise or the purported exercise of the powers conferred or duties imposed by the by-laws of the Association.

Indemnification

56. Subject to the *Business Corporations Act*, the Association may enter into a contract with any Director or officer of the Association, pursuant to which the Association agrees to indemnify the

Director or officer, as the case may be, in the circumstances, subject to the limitations and according to the terms of the contract, in consideration for the Director's or officer's agreement to serve as a Director or officer of the Association.

Insurance

57. Subject to the *Business Corporations Act*, the Association may purchase and maintain such insurance for the benefit of any Director as the Board may from time to time determine.

VII. CONFLICT OF INTEREST

Directors and Officers

58. No Director shall be disqualified by his office from contracting with the Association, nor will any contract or arrangement entered into by or on behalf of the Association with any Director or in which any Director is in any way interested, be liable to be voided nor, subject to the provisions of any law, shall any Director so contracting, or being so interested, be liable to account to the Association or any of its Members for any profit realized by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established provided that, in each case, the Director or officer has complied with the provisions of the Letters Patent, this By-law and any applicable laws.

59. It shall be the duty of every Director of the Association who is in any way, either directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association to declare such interest to the extent and in the manner and in the time required by any law and to refrain from voting in respect of the contract or arrangement or proposed arrangement or contract.

VIII. MEETINGS OF MEMBERS

Annual General Meeting

60. The annual meeting of Members shall be held at the head office of the Association or elsewhere in Ontario, or by electronic means as the Board may determine, not later than September 30. The annual general meeting shall be for the purpose of receiving reports and statements required to be placed before the annual general meeting by law, electing Directors, appointing auditors, and for the transaction of such business as may be properly brought before the meeting.

Calling of Meetings

61. The Board, the President, any five Directors, or any ten Members shall have the power to call a special meeting of Members at any time. The special meeting will be just for the business of the request and the Members shall have no less than seven days notice.

Notice of Meetings

62. Notice of the time and place of each meeting of Members shall be given in the manner hereinafter provided, not less than fifteen days before the day on which the meeting is to be held. Notice of a special meeting of Members shall state the general nature of the business to be transacted thereat. The

auditors of the association are entitled to receive all notices and other communications relating to any meeting of Members that a Member is entitled to receive.

63. A meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present in person and waive notice of, or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association may transact at a meeting of Members.

Conduct of Meetings

64. The conduct of all meetings of Members shall be governed by Robert's Rules of Order, Newly Revised.

65. The President, or in his absence, the Vice-President, shall be chair of any meeting of Members; if no such officer be present within fifteen minutes from the time fixed for holding the meeting, persons present entitled to vote shall choose one of their number to be chair. If the Secretary of the Association is absent, the chair shall appoint some person, who need not be a Member, to act as Secretary of the meeting.

66. The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the auditors of the association, and other persons who, although not entitled to vote, are entitled or required under the provision of any Act or constitution or by-law 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.

Quorum

67. A quorum for the transaction of any business at any Meeting of Members shall be twelve persons present in person or by proxy and each entitled to vote thereat.

Voting

68. At any meeting of Members, every person shall be entitled to vote who is, at the time of the meeting, entered in the books of the Association as a Member of the association entitled to vote. A Member may appoint, using a proxy form provided, any other Member to vote at any annual or special meeting.

69. Members may vote by mail ballot or electronic means to decide any issue with respect to which they are entitled to vote.

70. At any meeting of Members, every question shall, unless otherwise required by the constitution or by-laws of the association or by law, be determined by the majority of votes duly cast on the question and shall include votes by mail ballot or by electronic means if such question is to be put to the meeting.

71. Any question at a meeting of Members shall be decided by a show of hands, Yay or Nay by electronic means and with the inclusion of such mail ballots as have been received, unless after a show of hands a poll thereon is required or demanded. Wherever a vote by such means has been taken upon a question, a declaration by the chair of the meeting that the vote upon the question has been

carried, or carried by a particular majority or not carried; and entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of number or proportion of the vote recorded in favour or against any resolution or proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon said question.

72. In case of an equality of votes at any meeting of Members either upon a show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

IX. NOTICE

Method of Giving Notice

73. Any written, transmitted or recorded notice, communication or document (“**notice**”) to be given, delivered, served, emailed or sent pursuant to the law or the by-laws of the Association or otherwise to or on a Director, officer or auditor of the Association shall be sufficiently given or sent if given or sent by prepaid mail, prepaid transmission, email or recorded communication, or delivered personally to such persons’ latest address as shown on the records of the Association. A notice shall be deemed to have been received on the date when it is delivered personally or on the fifth day after mailing, or on the date of dispatch of a transmitted or recorded communication. The Secretary may change or cause to be changed the recorded address of any Director, officer or auditor of the Association in accordance with any information believed by the Secretary to be reliable.

Computation of Time

74. In computing the date when notice must be given under any provision requiring a specified period of days’ notice of any meeting or other event, the period of days shall commence on the day following the giving of such notice and shall terminate on the day preceding the date of the meeting or other event.

Omissions and Errors

75. The accidental omission to give or send any notice to any Director, officer or auditor of the Association or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise based thereon.

Waiver of Notice

76. Any Director, officer or auditor of the Association may at any time waive the giving or sending of any notice, or waive or abridge the time for any notice, required to be given to that person under any provision of the law or the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or sending or in the time of such notice, as the case may be. Any such waiver or abridgment shall be in writing. Attendance of a Director at a meeting of the Board or committee of the Board, or attendance of a Member at a meeting of Members or any other person entitled to attend a meeting is a waiver of notice of the meeting except where such Director, Member or other person, as the case may be, 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.

