



CANADIAN CARWASH ASSOCIATION

CONSTITUTION AND BY-LAWS

(As Amended to January 1975 – Name Change)
(As Amended to January 1976 – Dues Change)
(As Amended to November 1987 – Third Vice President)
(As Amended to February 1993 – General Changes)
(As Amended to November 2000 – General Changes)
(As Amended to November 2002 – General Changes)
(As Amended to December 2008 – Membership Anniversary Renewals Update)
(As Amended to March 2009 – General Clean up of Constitution and By-Laws
and addition of Secretary/Treasurer as VP – To Be Approved)
(As Amended to April 2011 – Reduction of directors to 11, Addition requirements on Directors,
and Addition of statement on restriction on price discussions)
(As Amended to April 2012 – Reduction of notice to 21 days from 60 and
addition of specific nomination procedures)

ARTICLE I

NAME

The name of the organization shall be CANADIAN CARWASH ASSOCIATION (CCA).

ARTICLE II

MISSION STATEMENT

To promote the benefits of professional carwashing.

OBJECTIVES

CCA will achieve its mission by:

1. Communicate to the media and consumers the environmental and economic benefits of professional carwashing.
2. Promote sensible, effective environmental standards and encourage supportive legislation.
3. Provide educational opportunities designed to promote the highest ethical and professional business practices.
4. Provide carwash operators with tangible, cost-saving benefits.
5. Provide networking opportunities for the exchange of information designed to improve the performance and services offered by professional carwashes.
6. Promote the standards, services, benefits and activities of the CCA to all Canadian carwash operators.

ARTICLE III

MANAGEMENT

- 1) The business of the Association shall be managed by a national Board of Directors. The Board shall be comprised of not less than eleven (11) directors, the Executive Director (ex-officio) and may include chapter presidents in an ex-officio position.
- 2) The officers of the Association shall consist of:
 - a. The President
 - b. Four Vice Presidents, as follows:
 - i. Carwash Owner/Manager
 - ii. Manufacturer/Distributor/Supplier
 - iii. Oil Company Employee/Operator
 - iiii. The Secretary Treasurer
 - c. The Immediate Past President

who shall be nominated by the Nominating Committee and shall be appointed by a resolution of the Board of Directors at the first meeting of the Board following the election of Directors.

The President is to be nominated from one of the four Vice President positions. The President will be appointed to office for the tenure of one year.

In the event that a Vice President position is vacated, the President may appoint a replacement. The replacement must come from the current Board and must be from the same segment of the industry as the Vice President they are replacing. Board approval is required.

The Vice Presidents will be appointed to office for a tenure of one year. The Immediate Past President will serve on the Board by virtue of office.

- 3) The principal office of the Association shall be in the Province of Ontario.
- 4) The Board of Directors shall hereinafter be referred to as the Board.

ARTICLE IV

This Constitution and the By-Laws following may be amended provided that the proposed amendments be submitted in writing to each voting member at his/her last known address by regular mail or by means of transmitted or recorded communication, such as facsimile or electronic mail at least thirty (30) days prior to ballot return deadline. The adoptions of amendments shall require a two-thirds vote of all voting members responding either by mail or electronic ballot or by vote at a meeting of the members duly called for said purpose.

ARTICLE V

THE SEAL

The Seal, an impression of which is stamped on the original set of the CONSTITUTION & BY-LAWS at the head office, shall be the official Seal of the Association.

BY-LAWS

ARTICLE I

MEMBERSHIP

- 1) The membership of this Association shall consist of three (3) categories:
 - a) Operator Members shall be an individual or firm actively engaged in the industry of carwashing.
 - b) Manufacturer/Supplier Membership shall be any firm or person engaged in selling or servicing equipment or supplies to our industry.
 - c) Affiliate Membership shall be an individual who is a member of a firm which already has a membership.
- 2) When a membership is vested in a firm or partnership, such will, within thirty (30) days, designate in writing to the Association office the name of the voting member.
- 3) Each Operator and Manufacturer/Supplier Membership is singular and entitled to one (1) vote only by its Designated Representative.
- 4) No Membership shall be transferable.

ARTICLE II

DUES

- 1) Each Membership application must be accompanied by a cheque or credit card payment made payable to the Canadian Carwash Association, in an amount covering annual dues and applicable taxes.
- 2) Membership is valid for one year from date of application.
- 3) Annual renewal dues are payable on the anniversary date.
- 4) Authority to establish the Membership dues schedule, or to levy an assessment on the membership is vested in the Board, and such shall require a two-thirds vote of the Board.

ARTICLE III

HONORARY

Any member in good standing, leaving the industry, may, at the option of the Board, be elected by them to an HONORARY LIFE MEMBERSHIP for outstanding work for the Association. He/she will enjoy every privilege of membership except that he/she will have NO VOTE.

ARTICLE IV

MEMBERSHIP RESIGNATION & SUSPENSION

- 1) Any member over sixty (60) days in arrears for dues may have their privileges suspended.
- 2) Any member who, in the judgment of the Board, fails to conduct his/her business in accordance with the principles and ethics commonly accepted in the industry, may, by a two-third vote, be suspended. Such members shall be given written notice at least ten (10) days prior to the meeting at which the suspension will be voted on. They have the right to a hearing before the Board on the matter in question before the vote is taken.

ARTICLE V

OFFICERS & BOARD

The Board shall be comprised of not less than eleven (11) directors, which may include chapter presidents in an ex-officio position.

- 1) The Officers of this Association shall consist of (a) President, (b) four (4) Vice Presidents, (c) Immediate Past President.
- 2) The Officers shall be nominated by the Nominating Committee and shall be appointed by a resolution of the Board of Directors at the first meeting of the Board following the election of the directors.
- 3) All Officers of the Board members elected shall serve for a one year term. They may however stand for re-election to succeeding terms (refer to Article III #1).
- 4) It shall be the duty of each Director to keep informed about the affairs of the Association, attend meetings, participate, vote on matters involving the Association, and comply with the Association By-Laws. Each year Board members must attend at least (fifty) 50 percent of the Board meetings unless special circumstances exist.
- 5) Any Director, elected or appointed may be removed by the Board of Directors whenever, if in its judgment, the best interests of the Association have not been served. Such removal shall require a two-thirds (8) vote of all Directors of the Board.

ARTICLE VI

COMMITTEES

The President shall, with the approval of the Board, appoint the following committees:

FINANCE COMMITTEE: A committee whose duties shall be to check all records, audit the accounts of the Secretary Treasurer and render a written report.

MEMBERSHIP COMMITTEE: A committee whose duties it shall be to secure information concerning new members, and new member solicitation.

NOMINATING COMMITTEE: The current Officers whose duties it shall be to make up a slate of Officers and Directors for election to the Board.

EVENTS COMMITTEE: A committee whose duties shall be to organize all membership events (i.e. business and social).

PUBLICATIONS COMMITTEE: A committee whose duties shall be to gather and publish industry and Canadian Carwash Association related articles.

Non-members and members of the Association can be members of a committee.

Additional committees may be established by the President with approval of the Board to address timely issues.

ARTICLE VII

MEETINGS

- 1) General membership functions, a minimum of three (3) functions per year will be held.
- 2) Special meetings shall be held at the request of the President with the approval of one-third of Board members and sufficient notice to all members.
- 3) Annual General Meeting shall take place within four (4) months of the fiscal year end, at which time the following year's Board of Directors will be announced.
- 4) Board meetings, bi-monthly on a set schedule, however, the President may call a special meeting for a specific reason at any time, with five (5) days notice. A monthly meeting may be canceled only if approved by a two-third vote of the Board. A minimum of six (6) meetings must be held each year.
- 5) Board meeting quorum shall consist of a minimum of 50% of voting members.
- 6) Membership quorum shall consist of a minimum of 25% of voting members.
- 7) Voting: Only members in good standing may cast a vote as is also designated in Article I, #3 of the By-Laws.
- 8) In the event of the inability or refusal of the President to call a Board meeting, it may be called at any time by a vote of three (3) Board members.

ARTICLE VIII

OFFICERS' DUTIES

PRESIDENT: He/she shall be the C.E.O. of the Association, and it shall be his/her duty and responsibility to carry out all policies, programs and orders of the Board. He/she shall preside at all meetings and shall be ex-officio member of all committees. He/she shall, with the approval of the Board, make and execute all contracts for and on behalf of the Association.

VICE PRESIDENT: One shall, in the absence of the President, preside at meetings, or when the President is taking part in the discussion on the floor. While so doing, he/she shall discharge all duties of the President. In the absence of the President and all Vice Presidents, a pro-term President shall be chosen by a majority of the members present.

VICE PRESIDENT / SECRETARY TREASURER: He/she shall be responsible for the books and records of the Association. He/she shall be responsible for the recording of all the minutes of meetings, the collection of all funds due the Association, the safeguarding of same, and the proper distribution of said funds. He/she shall at all times keep proper records of all receipts for the disbursements, which records shall be open to Officers at any time. He/she shall also present his/her books and records to the Board for approval before the annual meeting. He/she shall also perform such other duties as may be assigned to him/her by the Board.

ARTICLE IX

THE BOARD

- 1) The decision of the Board on any organizational matters shall be final, subject only to appeal by two-thirds of the membership.
- 2) Any vacancy on the Board during the year may be filled by a majority vote of the Board present at any Board meeting.
- 3) All committee appointments by the President shall be subject to the approval of the Board.
- 4) The Board shall annually make a full report to the members regarding Association activities.

ARTICLE X

ELECTIONS

- 1) All elections must take place at the Annual General Meeting or by regular mail or by means of transmitted or recorded communication, such as facsimile or electronic mail.
- 2) A call for nominations will be sent by regular mail or by means of transmitted or recorded communication, such as facsimile or electronic mail to each member in good standing twenty-one (21) days prior to election.
- 3) The Nominating Committee shall submit a proposed slate of directors fourteen (14) days prior to the Annual General Meeting (AGM). No nominations for Officers will appear on this slate as they are to be elected in accordance with Article V clause 2).
- 4) Once the Nominating Committee's slate has been put before the general membership for consideration, members may actively participate in the democratic election process by nominating any other voting member(s) of their choice up to seven (7) days prior to the AGM.
- 5) If additional nominations are received by the specified deadlines, the membership will be notified before the AGM that a ballot election will take place, and will receive official proxy forms.
- 6) At the AGM, ballots will be distributed to voting members. Two scrutineers will be appointed.
- 7) No nominations will be accepted from the floor.

ARTICLE XI

CHAPTERS

- 1) The Board may establish Chapters upon receipt of written applications to the Board. Such application shall be made by and in the name of at least five (5) Operator Members.
- 2) Upon acceptance of such application, the Board may create a Chapter of the Association having power and limitations as hereinafter defined.
- 3) Chapters may:
 - i) Establish and amend regulations for the operation of the Chapter subject to the approval of the National Board of Directors;
 - ii) Carry out local programs in accordance with the principles of the Association;
 - iii) Do such things and take such actions as may be consistent with the purposes of the Association and the interests of the Members of the Chapter.
- 4) Regulations of the Chapters shall provide as follows:
 - i) Amendments to Chapter By-Laws shall be submitted to the National Board of Directors for approval.
 - ii) Copies of all minutes of meetings of the Chapter shall be filed with the head office of the Association or at such place as may be required by the Board.
 - iii) The fiscal year of the Chapter shall be the same as the Association's fiscal year and a financial accounting shall be filed with the National Treasurer within thirty (30) days of the close of the fiscal year.
- 5) Notwithstanding the power granted, the Chapter shall not engage in any activities which may be considered by the public to represent the Association as a whole without the prior consent of the National Board.
- 6) The Board of the Association may terminate for due cause the charter of any Chapter.

ARTICLE XII

MISCELLANEOUS

- 1) The fiscal year of this Association shall end on the 31st day of December.
- 2) All funds of the Association received by the Treasurer shall be deposited in the name of CANADIAN CARWASH ASSOCIATION in a local branch of a bank approved by the Board.
- 3) The President, Secretary Treasurer, and the Executive Director shall be the only signing officers of the Association, and payments issued shall bear the signature of at least two (2) signing officers.
- 4) The Association must have Directors and Officers Liability Insurance in place at all times.
- 5) Any contract binding the Association shall bear the signature of at least two (2) signing officers.
- 6) Minutes from each Board meeting must be kept on file at the Association head office for seven (7) years.
- 7) The Directors and staff of the CANADIAN CARWASH ASSOCIATION shall obey all laws, including Canada's Competition Act. Accordingly, the Association must caution all member companies against discussing pricing with its competitors, either in the context of Association interactions, or outside the Association. While the Association shall report some data to its members through the Wash Volume Report, only aggregates and averages are allowed to be shown and individual operator pricing information shall never be disclosed. Further, the association shall publish on its website a note that it is legally incumbent upon all companies to avoid discussing pricing with any competitor.

ARTICLE XIII

INDEMNITIES

Every director and officer of the Corporation and his/her 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:

- All costs, charges and expenses whatsoever which the director or officer sustains or incurs in or brought, commenced or prosecuted against him/her for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and
- All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own willful neglect or default.