



Master Brewers' Association of Canada

AFFILIATED WITH

Master Brewers' Association of the Americas

DISTRICT ONTARIO, CANADA

Master Brewers' Association of Canada By-Laws

The following By-Laws are those that are specific to the Master Brewers' Association of Canada (referred to as the MBAC), and apply to its members. Members are also governed by the By-Laws of the Master Brewers' Association of the Americas (referred to as the MBAA), as an affiliate, namely the Master Brewers' Association of the Americas- District Ontario.

ARTICLE 1

Categories of Membership:

The membership categories of the MBAC are as defined in the MBAA By-Laws, with the inclusion of the category 'District Honorary' member.

ARTICLE 2

District Honorary Members:

(1) The Officers of the MBAC may recommend to the membership of the MBAC, persons who have distinguished themselves in the advancement of the District, the art of brewing and the interests thereof, for District Honorary Membership, to be accepted by majority vote of members present at a MBAC Annual General meeting.

(2) A member with twenty five (25) years or more of continuous membership in any of the Districts of the Master Brewers Association of the Americas with at least the last five (5) years of membership in District Ontario, shall upon retirement become a District Honorary member of the MBAC.

ARTICLE 3

Membership Application:

All membership applications will be submitted to the MBAA Headquarters with appropriate dues payments. A copy of the application will be submitted to the MBAC Vice President/Membership Chairperson for review by the MBAC Executive.

ARTICLE 4

District Honorary Membership:

(1) District Honorary MBAC members are entitled to all rights and privileges of 'Retired' MBAA members, except as stated below.

(2) District Honorary membership is not recognized by the MBAA. A separate enrollment is required to retain MBAA status as a 'Retired' member, and to serve on the MBAC Executive.

(3) District Honorary MBAC members shall not be required to pay dues, registration fees, or assessment to the MBAC.

ARTICLE 5

MBAC Employees:

MBAC Executive Officers, subject to majority approval by the active membership present at a District business meeting, may appoint such employees or assistants as they deem necessary, who



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shall receive such salaries and be appointed for such period of time, and who shall perform such duties as maybe prescribed by the Officers.

ARTICLE 6

MBAC Officers & Executive Committee:

Section 1 -- Officers shall be elected at the annual meeting of District Ontario. Officers-elect shall hold office from the final adjournment of the annual meeting at which elected, for one year, and until their successors are elected.

The following **Officers** shall be thus elected: President, Vice-President, Secretary, Treasurer, Technical Chairperson.

A combination of the offices may be proposed by the current Executive and approved by a majority vote of the members present at the Annual Business Meeting. The **Executive Committee** must contain a minimum of six members, who's duties encompass all of the identified positions (as well as Board of Governors' Representative and Past President).

Section 2 -- The President shall: preside at all meetings of the MBAC and shall be the executive head. As the executive head of the MBAC, the President shall see that the Officers arrange for MBAC meetings, maintain the MBAC Constitution and By-Laws and carry out the resolutions and programs of the MBAC.

The President shall:

- (1) appoint all committee chairpersons and approve their committee personnel.
- (2) appoint a representative to the Board of Governors.
- (3) give a report of the District's activities at the annual meeting.
- (4) perform such other acts as may be required by virtue of the Constitution and By-Laws.

Section 3 -- The Vice President shall:

- (1) during the absence or incapacity of the President, perform the duties and exercise the powers of the President. In the event of the death or resignation of the President, the Vice-President shall perform the duties and exercise the power of the President until the next election of officers.
- (2) act as the MBAC Membership Chairperson.

Section 4 -- The Treasurer shall:

- (1) be the custodian of all the funds and assets of the MBAC.
- (2) collect MBAC dues and/or assessments, and keep an exact account thereof.
- (3) keep a proper book of accounts showing the detail of receipts and disbursements.
- (4) make all necessary remittances to the MBAA National office and disburse MBAC funds under the direction of the MBAC Officers.
- (5) keep all funds and assets in a bank approved by the MBAC Officers and in the MBAC name.
- (6) issue cheques signed in a manner as directed by the MBAC Officers.
- (7) submit a report at each regular meeting.
- (8) submit the MBAC books to the Financial Review Committee for audit at the close of each fiscal year.
- (9) submit an audited report in writing to the membership at the annual meeting.

Section 5 -- The Secretary shall:

- (1) keep minutes of all meetings and issue all official communications.
- (2) maintain a correct and detailed address list for all members.
- (3) attend to all MBAC correspondence promptly.



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- (4) annually inform the Ontario Ministry of Consumer and Commercial Relations of any address or name changes to the MBAC's Executive as requested by the Government of Ontario.
- (5) ensure the issue of all notices of meetings and perform such other duties as may be prescribed by the President.

Section 6 -- The Technical Chairperson shall arrange technical meetings with the aid of a committee.

Section 7 -- The Representative to the Board of Governors is to report on the business and current activities of the MBAA, as described in the position description.

ARTICLE 7

Before each annual meeting the President shall select a Nominating Committee of at least three PROFESSIONAL members. The appointed Committee will submit a slate of proposed Officers to the District Executive for review, before the annual meeting. The Executive shall approve the slate as presented or propose an alternative. The final proposal will be approved, when consensus is reached between the two parties.

At the annual meeting, a member of the Nominating Committee, or the MBAC President on their behalf, will present the proposed slate of Officers to the membership. Nominations of other members may be made by any member in good standing at the meeting.

ARTICLE 8

Section 1 -- Meetings shall be held at the discretion of the MBAC Executive Committee.

Section 2 -- Special meetings of the MBAC may be called at any time by the President, or at the direction of the Executive Committee or by a petition signed by two thirds of the voting members.

Section 3 -- Not less than fourteen days before each meeting the Secretary shall ensure the notification thereof to each member.

Section 4 -- The order of business at all meetings shall be as follows:

- (1) Verification that a quorum of members is present.
- (2) Introduction of guests.
- (3) 'Responsible Use' statement.
- (4) Reading of communications.
- (5) Reports of officers.
- (6) Reports of committees.
- (7) Unfinished business.
- (8) New business.
- (9) Adjournment.

Section 5 -- The presence of one-tenth of the PROFESSIONAL and DISTRICT HONORARY MBAC members shall constitute a quorum required for transaction of business in any meeting. A minimum of ten percent of the members eligible to vote and responding to a 30 day letter ballot shall constitute a quorum, for business conducted outside of a scheduled meeting. The majority ruling of the responding members will constitute the decision of the membership.



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ARTICLE 9

The MBAC will maintain a 'Responsible Use' policy, which will identify the responsibilities of Members and their guests, pertaining to the consumption of alcoholic beverages at MBAC affiliated events.

ARTICLE 10

The Fiscal Year of the MBAC shall be from November 1st to October 31st inclusive.

ARTICLE 11

The amount of dues, fees and assessments payable to the MBAC (District dues) by each member, shall be incorporated into the MBAA annual fee. It may be changed only by a majority vote of the members present at a MBAC business meeting, based on a recommendation by the MBAC Officers.

ARTICLE 12

Section 1 -- All MBAC committees shall be appointed by the President for a term of one year and to serve until the appointment of their successors.

Section 2 -- Standing committees shall be:

- (1) Financial Review Committee
- (2) Technical Committee
- (3) Constitution/By-Laws Committee
- (4) Nominating Committee
- (5) Such additional standing committees as may be deemed necessary.

Section 3 -- All committees report to and work under the direction of the President who shall be an ex-officio member of all committees.

Section 4 -- The Chairperson of each standing committee shall make a report to the membership at the annual meeting.

ARTICLE 13

The Financial Review Committee shall be composed of two members of the MBAC. It is the duty of the Financial Review Committee to inspect the financial records of the MBAC and approve the financial report of the Treasurer, for presentation to the membership at the end of each fiscal year.

ARTICLE 14

The Technical Committee shall be composed of no fewer than five members of the MBAC. It shall review new developments and methods relating to the profession and industry, and shall make recommendations and reports thereon. This committee shall provide speakers for regular meetings as well as any technical meeting or conference as may be scheduled by the MBAC.



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ARTICLE 15

Indemnification. Every Director and Officer of the MBAC and his or 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 MBAC, from and against,

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the MBAC, except such costs, charges charges or expenses as are occasioned by his or her own willful neglect or default.

ARTICLE 16

Section 1 -- These By-Laws may be amended by a two-thirds majority vote of responding members, in person or by proxy, who are entitled to vote, at any annual or special meeting of the MBAC; or by the same vote taken by a thirty day letter ballot; accordingly as the District Officers may determine. Greater than half of the eligible members must cast a ballot, for the vote to be considered valid.

Section 2 -- These By-Laws may be changed, as directed by the MBAC Executive, if an item is found to be in contravention of the MBAA By-Laws.

Section 3 -- Changes in MBAC By-Laws shall become effective immediately upon their acceptance by the MBAC membership, or as provided above.

Section 4 -- Thirty days notice shall be given to each member of the MBAC before a vote shall be taken on any proposed amendment or amendments.

The By-Laws in their current form were accepted by MBAC Membership vote, concluding on April 15, 2004.

MBAC Constitution & By-Laws Committee: Scott Phillips (Chairperson), Glen Austin, Egbert Pfisterer

MBAC President: Joel Manning