
BY-LAW NO. 1

A By-law relating generally to the conduct
of the activities and affairs of
MAJOR APPLIANCE RECYCLING ROUNDTABLE

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MAJOR APPLIANCE RECYCLING ROUNDTABLE (the “Corporation”)

BE IT ENACTED as a By-law of the Corporation as follows:

SECTION 1 - GENERAL

1.1 Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

- (1) “**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 including the regulations made pursuant to the Act, in each case, as such statute or regulations may be amended, restated or in effect from time to time.
- (2) “**AHAM Canada**” means the Canadian operations of the Association of Home Appliance Manufacturers, or its successor.
- (3) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (4) “**Board**” means the board of directors of the Corporation.
- (5) “**By-laws**” means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (6) “**Director**” means a member of the Board.
- (7) “**EPR regulation**” means the regulation of any province of Canada or the federal government of Canada that obligates a Steward to develop and operate Stewardship Programs to recycle the products they have sold in a province or in Canada (in the case of a regulation of the federal government of Canada) at the end of the product’s useful life.
- (8) “**Members’ Agreement**” means an agreement entered into by all of the members of the Corporation relating to their rights as members of the Corporation and/or which restricts, in whole or in part, the powers of the directors to manage, or supervise the management of the activities and affairs of the Corporation, including the agreement made by AHAM Canada and the Retail Council of Canada on or about February 7, 2012.
- (9) “**Retail Council of Canada**” means the Retail Council of Canada, the Canadian national industry association representing retailers in Canada, or its successor.

(10) “**Steward**” means the manufacturer, distributor, first importer or first seller of a product regulated under any EPR regulation or any other person obligated by an EPR regulation to comply with that regulation.

(11) “**Stewardship Program**” means a recycling program operated by the Corporation in compliance with an EPR regulation.

1.2 Interpretation

(1) If any provision of this By-law (or any other by-law) contravene any provision in the Act, the provision in the Act will govern.

(2) If any provision in this By-law (or any other by-law) conflicts with any provision in a Members’ Agreement validly made under the Act, the provision in the Members’ Agreement will govern to the extent permitted by the Act.

(3) In the interpretation of this By-law, words in the singular include the plural and vice-versa and words in one gender include all genders.

(4) Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in these By-laws.

1.3 Severability

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.4 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two officers, any two Directors or any one officer and one Director of the Corporation. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.6 Financial Year End

Unless otherwise determined by the Board, the financial year end of the Corporation shall be December 31st in each year.

1.7 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation and/or other person as the Board may by resolution from time to time designate, direct or authorize.

1.8 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in such subsection 172(1) are available at the registered office of the Corporation, and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 – MEMBERS

2.1 Membership Conditions

Membership in the Corporation shall be limited to industry associations which are interested in furthering the Corporation's purposes and shall initially consist of the following industry associations:

- (a) Association of Home Appliance Manufacturers (AHAM Canada); and
- (b) Retail Council of Canada.

Other industry associations whose members, in the opinion of the Board, have a material and substantial commercial connection to the products managed by Stewardship Programs operated by the Corporation may apply for membership in the Corporation and shall become a member upon approval of their application by the Board and becoming party to the Members' Agreement, if any.

2.2 Voting

Each member shall be entitled to one (1) vote each at each meeting of members.

2.3 Notice of Meeting of Members

(1) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

(2) The Corporation shall send the public accountant and the Board notice of the time and place of any meeting of members during a period of 21 to 60 days before the day on which the meeting is to be held.

(3) Pursuant to subsection 197(1) (Amendment of By-laws) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.4 Absentee Voting by Mail Ballot

(1) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

(2) Pursuant to subsection 197(1) (Amendment of Articles or By-laws) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the method of voting by members not in attendance at a meeting of members.

SECTION 3 – MEMBERSHIP DUES, TERMINATION AND RESIGNATION

3.1 Membership Dues

There shall be no membership dues unless otherwise determined by the Board.

3.2 Termination of Membership

- (1) A membership in the Corporation is terminated when:
 - (a) in the case of a member that is a body corporate or partnership, the body corporate or partnership is dissolved;
 - (b) the member fails to maintain any qualifications for membership described in Section 2.1;
 - (c) the member resigns by delivering a written resignation to the chairperson of the Board, in which case such resignation shall be effective on the date specified in the resignation;
 - (d) the member's term of membership, if any, expires; or
 - (e) the Corporation is liquidated or dissolved under the Act.

(2) Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

SECTION 4 – MEETINGS OF MEMBERS

4.1 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Corporation, observers designated by AHAM Canada and the Retail Council of Canada (or their successors) and such other persons who are entitled or required under any provision of the Act or the Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.2 Chair of the Meeting

If the chairperson of the Board and the vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.3 Quorum

A quorum at an annual or special meeting of members will be 100% of the members entitled to vote at the meeting. A quorum must be maintained throughout each meeting of members. If a quorum ceases to exist at any time during a meeting of members, the meeting will be adjourned until such time as a quorum is re-established.

4.4 Voting at Meetings

(1) Voting at a meeting of members will be by show of hands, except if a ballot is demanded by a member or proxy holder entitled to vote at the meeting. A member or proxy holder may demand a ballot either before or after any vote by show of hands. A demand for a ballot may be withdrawn.

(2) On a show of hands, every person who is present and entitled to vote at the meeting will have one vote. If a ballot is taken on a question, every person who is present and entitled to vote at the meeting will have, subject to the Act or the Articles, one vote.

(3) Despite Section 4.4(1), any vote referred to in that Section may be held, in accordance with the regulations under the Act, if any, entirely by means of a telephonic, an electronic or other communication facility, if the Corporation makes available such a communication facility.

(4) If at any meeting a ballot is demanded on the election of a chair or on the question of adjournment, it will be taken immediately without adjournment. If at any meeting a ballot is demanded on any other question, including the election of directors, the vote will be taken by ballot in the manner and at the time (at once, later in the meeting or after adjournment) as the chair of the meeting directs. The result of a ballot on a question will be the decision of the members on that question.

(5) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(6) At any meeting of members, every question shall, unless otherwise provided by the Articles, the By-laws, a Members' Agreement or the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes on a show of hands, a ballot or on the results of electronic voting, the chair of the meeting shall not have a second or casting vote.

SECTION 5 – DIRECTORS

5.1 Election and Term

(1) The Board shall consist of a minimum of three (3) and not more than fifteen (15) Directors who shall be appointed by the members at the first meeting of members and at each subsequent annual meeting of the Corporation in accordance with the Members' Agreement. Directors so appointed will be appointed as follows:

- (a) Directors appointed at the first annual meeting of the Corporation shall be appointed for a term of one (1) year, two (2) years or three (3) years, with the intention that, so far as possible:
 - (i) a similar number of Directors will be appointed for a one (1) year term, a two (2) year term, and a three (3) year term; and
 - (ii) one-third of the Directors retire in each year; and
- (b) all Directors appointed at an annual meeting, except for the first annual meeting, shall be appointed for a term of three (3) years.

(2) Subject to the Articles, the members will appoint the Directors at the first meeting of members and at each succeeding annual meeting at which an appointment of Directors is required, and the Directors shall be appointed to hold office as provided in Section 5.1.

(3) AHAM Canada and the Retail Council of Canada (or its successor) may each designate one representative as a non-voting observer to the Board and such observers shall have the right to attend all Board of Director and committee meetings.

5.2 Vacation of Office

The office of a Director shall be automatically vacated if:

- (a) the director resigns, by delivering a written resignation to the Chair of the Board and/or the Secretary;
- (b) the director is declared incapable by a court in Canada or in another country;
- (c) the director has the status of bankrupt;

- (d) upon the death of the director;
- (e) a director ceases to be qualified under Section 5.1(3); or
- (f) At a special meeting of members, a resolution is passed by 100% of members that he or she be removed from office.

SECTION 6 – MEETINGS OF DIRECTORS

6.1 Calling of Meetings

Meetings of the Board may be called by the chairperson, the vice-chair or any two Directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator.

6.2 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 7 to every Director not less than forty-eight (48) hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of a meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.3 Quorum

A minimum of four (4) Directors then in office shall constitute a quorum for the transaction of affairs at any meeting of the Board, provided that:

- (a) two (2) are Directors nominated by RCC, and
- (b) two (2) are Directors nominated by AHAM.

If fewer than four (4) Directors are then in office a majority of the Directors shall constitute a quorum for the transaction of affairs at any meeting of the Board and despite any vacancies on the Board.

A quorum of Directors may exercise all the powers of the Board.

6.4 Regular Meetings

The Board may select a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if

subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.5 Votes to Govern

Only those appointed as a Director of the Corporation are entitled to vote at a meeting of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

6.6 Committees

The Board may from time to time appoint any committee, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit, provided that each committee shall have at least one (1) Director nominated by AHAM and one (1) Director nominated by RCC as its members. The Board may appoint individuals to committees of the Board who are not Directors. Any such committee may formulate its own rules of procedure, subject to such resolutions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

SECTION 7 – OFFICERS

7.1 Description of Offices

(1) Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair** – The chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The chair shall have such other duties and powers as the Board may specify;
- (b) **Vice-Chair of the Board** – The vice-chair of the Board, if one is appointed, shall if the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify;
- (c) **Executive Director** – If appointed, the Executive Director shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation;
- (d) **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and

members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation;

- (e) **Treasurer** – If appointed, 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 the books belonging to the Corporation and shall deposit all monies, 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 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 Directors at the regular meeting of the Board, 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 perform such other duties as the Board may specify; and
- (f) **Compliance Officer** – If appointed, the compliance officer shall perform such duties relating to data, regulatory, and governance compliance as shall from time to time be required by the Board.

(2) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or Executive Director requires of them. The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.2 Vacancy in Office

(1) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a Director (if a necessary qualification of appointment);
or
- (d) such officer's death.

(2) If the office of any officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill such vacancy.

SECTION 8 – RESTRICTIONS ON MANAGEMENT

None of the following actions shall be taken by the Corporation, nor shall decisions be made regarding any of the following actions, without the consent and approval of each of the Directors of the Corporation:

- (a) the development of any new recycling program or other business venture;
- (b) the cancellation or amendment of any recycling program plan approved by any applicable governmental body in Canada;
- (c) the adoption or amendment of the annual budget or business plan of the Corporation;
- (d) the adoption or amendment of any fees, or any rules or policies related to such fees, to be charged to persons who have entered into an agreement with the Corporation to have the Corporation carry out their responsibilities under federal or provincial regulation of legislation relating to the recycling of end-of-life products for which the Corporation has developed and received approval from the applicable governmental authority for a recycling plan and/or program;
- (e) the issuance of the Corporation's annual report to any governmental body or the public;
- (f) selection or termination of any company, person or corporation contracted to manage the operations of the Corporation;
- (g) selection of any Executive Director or General Manager of the Corporation, his/her performance assessment and the terms of his/her employment contract; and
- (h) the appointment of any officers of the Corporation.

SECTION 9 – NOTICES

9.1 Method of Giving Notices

(1) Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with such sections 128 (Notice of Directors) or 134(1) (Notice of Change of Directors) and received by the Director;

- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, Director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

(3) Pursuant to subsection 197(1) (Amendment of Articles or By-laws) of the Act, a special resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

9.2 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

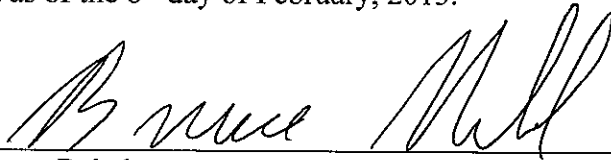
SECTION 10 -- EFFECTIVE DATE

10.1 Effective Date

Subject to matters requiring a special resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the Board of the Corporation by resolution on the 8th day of February, 2013 and confirmed by the members of the Corporation by ordinary resolution on the 8th day of February, 2013.

Dated as of the 8th day of February, 2013.

A handwritten signature in cursive script, appearing to read "Bruce Rebel", written over a horizontal line.

Bruce Rebel