

These are the by-laws relating generally to the transactions of the affairs of AICC (Canada) Region Eleven as a region of Association of Independent Corrugated Converters, to include Folding Carton & Rigid Box Converters, as follows:

1. HEAD OFFICE

The Head Office of the AICC (Canada) Region Eleven shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may determine.

2. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the AICC (Canada) Region Eleven.

3. MEMBERSHIP

3.1 CLASSES OF MEMBERSHIP

There shall be three classes of members in AICC Canada

Regular Membership	General Member
Associate Membership	Limited General Member
	Associate Member

AICC Canada Membership Only

3.1.1 REGULAR MEMBERSHIP ELIGIBILITY Any company shall be eligible for general membership if: (a) it is engaged in the corrugated paper and related converting business; (b) sells a substantial portion of its production on the open market; (c) is not owned by, does not own, and is not a company any securities of which are publicly traded; and (d) is not owned by, and does not own, a paper mill producing linerboard or corrugating medium and (e) is a member in good standing with AICC Canada and AICC International.

Ownership for purposes of 18.1 (d) means the direct or indirect holding of more than 25% of the equity, or interest in profits of, another company.

A company is in the converting business only if it bears financial and legal responsibility for raw materials, plant, equipment and personnel payroll utilized in substantial manufacturing activities and is responsible for the quality of the product so produced.

3.1.2 LIMITED GENERAL MEMBER

3.1.3 ASSOCIATE MEMBERSHIP: A company shall be eligible for Associate Membership if it supplies goods or services to one or more Regular Members. Such nominations are subject to approval by the Board (Executive Committee). Associate Membership shall entitle such company or person to all the rights and privileges of the ordinary membership, save, and except there shall be no voting rights attached thereto.

3.1.4 AICC CANADA MEMBERSHIP ONLY

A Canadian company shall be eligible for regular membership if the company qualifies for regular membership under Section 18.1 but is limited to activities with AICC Canada and not that with AICC International.

3.2 DEFINITIONS

A "company" is any corporation, partnership, sole proprietorship, or other entity organized for profit.

Ownership for the purposes of Section 3c means the direct or indirect holding of more than 25% of the equity, or interest in profits of, another company. more than 25% of the voting shares of such mill or more than 25% of the interest in the profits of such mill.

3.3 APPLICATIONS AND ELECTION OF MEMBERS

Application for membership in the AICC (Canada) Region Eleven shall be made to the Secretary in writing on application forms provided for that purpose. Such application for membership shall be referred to the board of directors at any duly constituted meeting thereof, and election of members shall be by majority vote of those present at such meeting. Upon a favourable vote by the board, the Secretary shall notify the applicant of election to membership.

3.4 MEMBERSHIP DUES

The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable to the Corporation for each class of members. Dues shall be payable at such time or times, and for such fiscal or other periods, as the Board of Directors shall determine.

Any member in default in payment of dues shall be suspended from all privileges of membership, and if, after notice, such default be not cured within a period of ninety days, the membership of such member shall automatically cease and terminate.

3.5 MEMBER VOTING RIGHTS

Each "regular" member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

3.6 RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

3.7 TERMINATION OF MEMBERSHIP:

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

3.8 REINSTATEMENT

Upon written request signed by a former member and filed with the Executive Director, the board of directors may, by a majority vote of the members of the board, reinstate such former member to membership upon such terms, as the board of directors may deem appropriate.

3.9 TRANSFER OF MEMBERSHIP

Membership in this AICC (Canada) Region Eleven is not transferable or assignable.

4. MEMBER MEETINGS

4.1 ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at a place or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the accountants shall be presented, a board of directors elected, and an accountant appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof 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 AICC (Canada) Region Eleven. No public notice nor advertisement of members' meetings, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by mail or email ten days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the AICC (Canada) Region Eleven are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the AICC (Canada) Region Eleven at annual or general meetings may transact.

4.2 QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than three regular members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two regular members present in person.

4.3 VOTING OF MEMBERS

Subject to the provisions, if any, contained in these by-laws of AICC (Canada) Region Eleven, each "regular" member of Region Eleven shall at all members' meetings be entitled to one vote and he/she may vote by proxy. Such proxy need not him/herself be a member but before voting shall produce and deposit with the Administrator sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the AICC (Canada) Region Eleven unless he has paid all dues or fees, if any, then payable by him/her.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the AICC (Canada) Region Eleven, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote. The question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct. The result of such a vote shall be deemed the decision of the AICC (Canada) Region Eleven in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

5. DIRECTORS AND OFFICERS OF THE CORPORATION

5.1 EXECUTIVE COMMITTEE

The affairs of the AICC (Canada) Region Eleven shall be managed by a board of five directors, known as the Executive Committee. The Executive Committee shall consist of the President, the Vice-President, and the Immediate Past President, along with 2 of the following: the Secretary/Treasurer, or the Directors At Large. The directors shall serve for the terms indicated:

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| • President | two years, or as appointed | by office |
| • Vice-President | two years, or as appointed | by office |
| • Immediate Past President | two years, or as appointed | by office |
| • Secretary/Treasurer | two years, or as appointed | by office |
| • Director At Large | two years, or as appointed | by office |
| • Director At Large / Independent | two years, or as appointed | by office |

Each shall hold office until his or her successor shall have been elected and qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the AICC (Canada) Region Eleven may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

The President, Immediate Past President, Vice-President, Secretary, and Directors At Large can be re-appointed as Officers of the corporation at the end of their term of office.

5.2 ADVISORY COMMITTEE

An Advisory Committee consisting of a minimum of four but no greater than nine members shall be appointed as required at each annual meeting for a term of two years or as appointed and shall be eligible for re-appointment if otherwise qualified. Members of the Advisory Committee shall be Officers of the Corporation but shall not be members of the Board. The Committee shall consist of the following appointed positions:

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| • Regional Int'l Vice-President | duration of the office or as appointed |
| • Executive Director | duration of the office or as appointed |
| • 1 st Associate Chair (Sr) | two years, alternating Appointed |
| • 2 nd Associate Chair (Incoming) | two years, alternating Appointed |
| • Board Officer | not fewer than 2 and not more than 6 years or as appointed |

(MOVE TO OFFICERS) An Associate Chair shall be a person who is an active member of an Associate (supplier) company and shall hold office until his or her successor shall have been elected and qualified.

5.3 VACANCIES of the DIRECTORS and OFFICERS

Vacancies on the board of directors, advisory committee, and officers of the Board, however caused, may so long

as a quorum of directors remain in office, be filled by the directors from among the qualified members of AICC Canada Region Eleven by appointment if they see fit to do so. Otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

5.4 NOMINATIONS of the DIRECTORS and OFFICERS

A call for nominations will be sent by regular communication methods as found acceptable by the board of directors. All nominations must be received no less than two weeks prior to the date of a scheduled Annual General Meeting.

5.5 QUORUM AND MEETINGS of the BOARD OF DIRECTORS

A majority of the directors and officers shall form a quorum for the transaction of business.

Except as otherwise required by law, the board may hold its meetings at such place or places as it may from time to time determine. All Members of the Board of Directors shall be entitled to notice of the meetings in an appropriate manner and time.

A directors' meeting may also be held, without notice, immediately following the annual meeting of the AICC (Canada) Region Eleven. The directors may consider or transact any business either special or general at any meeting of the board.

5.6 VOTING RIGHTS for DIRECTORS and OFFICERS of the BOARD

Questions arising at any board meeting shall be decided by a majority of directors and officers votes. Questions arising at any regular board meeting resulting in an equality of votes will be brought forward to the Executive Committee for a deciding vote. In case of an equality of votes, the President, in addition to his original vote, shall have a second or casting vote.

Unless a request for a ballot is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be made. In the absence of the President, his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

5.7 POWERS

The directors of the AICC (Canada) Region Eleven may administer the affairs of the AICC (Canada) Region Eleven in all things and make or cause to be made for the AICC (Canada) Region Eleven, in its name in any kind of contract which the AICC (Canada) Region Eleven may lawfully enter into and may exercise all such other powers and do all such other acts and things as the AICC (Canada) Region Eleven is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right

or interest therein owned by the AICC (Canada) Region Eleven, for such consideration and upon such terms and conditions as they may deem advisable.

5.8 REMUNERATION OF DIRECTORS

The directors and officers shall receive no remuneration for acting as such.

5.9 FAILURE TO ATTEND

6.0 COMMITTEES

The board of directors, by a simple majority vote, may designate one or more committees, each of which shall consist of one or more directors; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or him by law.

Except as otherwise provided in such resolution, members of each such committee shall be members of the AICC (Canada) Region Eleven and the President of the AICC (Canada) Region Eleven shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the AICC (Canada) Region Eleven shall be served by such removal.

Each member of the committee shall continue as such until the next annual meeting of the directors of the AICC (Canada) Region Eleven and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

One member of each committee shall be appointed Chairman.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the board of directors.

7.0 OFFICERS

7.1 DUTIES OF PRESIDENT AND VICE-PRESIDENTS

The President shall, when present, preside at all meetings of the members of the AICC (Canada) Region Eleven and of the board of directors. The President shall also be charged with the general management and supervision of the

affairs and operations of AICC (Canada) Region Eleven. The President with the Treasurer/Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

7.2 DUTIES OF SECRETARY/TREASURER

The Secretary/Treasurer shall be an ex officio clerk of the board of directors. They shall oversee the secretary duties, which are carried out by the Executive Director. The duties include attending all meetings of the board of directors, ensuring the recording of all facts and minutes of all proceedings in the books kept for that purpose; that all notices required to be given to members and to directors; they shall be the custodian of the AICC (Canada) Region Eleven and of all books, papers, records, correspondence, contracts and other documents belonging to the AICC (Canada) Region Eleven which they shall deliver up 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, and they shall perform such other duties as may from time to time be determined by the board of directors.

With regard to financial matters, the Secretary/Treasurer shall oversee the treasurer duties, which are carried out by the Executive Director. The duties include keeping full and accurate accounts of all receipts and disbursements of the AICC (Canada) Region Eleven in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the AICC (Canada) Region Eleven in such bank or banks as may from time to time be designated by the board of directors. They shall disburse the funds of the AICC (Canada) Region Eleven under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the AICC (Canada) Region Eleven. They shall also perform such other duties as may from time to time be determined by the board of directors.

7.3 DUTIES OF OTHER OFFICERS/ADVISORY BOARD MEMBERS

The duties of all other officers of the AICC (Canada) Region Eleven shall be such as the term of their engagement calls for or the board of directors requires of them.

It is up to the Executive Committee to appoint appropriate representatives to the PPEC and CCCA boards.

7.4 Independent Director

7.5 Executive Director

8. TRANSACTIONS OF THE AFFAIRS OF THE CORPORATION

8.1 Execution of Documents:

Deeds, transfers, licenses, contracts, and engagements on behalf of the AICC (Canada) Region Eleven shall be signed by either the Executive Director or the President. Contracts in the ordinary course of the AICC (Canada) Region Eleven's operations may be entered into on behalf of the AICC (Canada) Region Eleven by the Executive Director or the

President or Vice-President.

The President, Vice-President, the Directors, Secretary/Treasurer, or any one of them, in conjunction with the Executive Director may transfer any and all shares, bonds or other securities, standing in the name of the AICC (Canada) Region Eleven in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the AICC (Canada) Region Eleven transfers of shares, bonds or other securities from time to time transferred to the AICC (Canada) Region Eleven and may make, execute and deliver any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or AICC (Canada) Region Eleven.

Notwithstanding any provisions to the contrary contained in the by-laws of the AICC (Canada) Region Eleven, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the AICC (Canada) Region Eleven may or shall be executed.

8.2 BOOKS AND RECORDS

The directors shall see that all necessary books and records of the AICC (Canada) Region Eleven required by the by-laws of the AICC (Canada) Region Eleven or by any applicable statute or law are regularly and properly kept.

8.3 FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the AICC (Canada) Region Eleven begins on 1st day of July and ends on 30th day of June 30, in each year.

8.4 CHEQUES, ETC.

All cheques or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the AICC (Canada) Region Eleven, shall be signed by such officer or officers, agent or agents of the AICC (Canada) Region Eleven and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the AICC (Canada) Region Eleven through its bankers, and endorse notes and cheques for deposit with the AICC (Canada) Region Eleven's banker for the credit of the AICC (Canada) Region Eleven, or the same may be endorsed "for collection" or "for deposit" with the bankers of the AICC (Canada) Region Eleven. Any of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the AICC (Canada) Region Eleven and the AICC (Canada) Region Eleven's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

8.5 DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the AICC (Canada) Region Eleven shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the order of the AICC (Canada) Region Eleven signed by such officer or officers, agent, or agents of the AICC (Canada) Region Eleven, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific

instances. The institutions, which may be so selected as custodians of the board of directors, shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

8.6 BORROWING

The directors may from time to time

- (a) borrow money on the credit of the AICC (Canada) Region Eleven; or
- (b) issue, sell or pledge securities of the AICC (Canada) Region Eleven; or
- (c) charge, mortgage, or pledge all or any of the real or personal property of the AICC (Canada) Region Eleven, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the AICC (Canada) Region Eleven.

From time to time the directors may authorize any director, officer or employee of the AICC (Canada) Region Eleven or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the AICC (Canada) Region Eleven as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the AICC (Canada) Region Eleven.

8.7 NOTICE

Whenever under the provisions of the by-laws of the AICC (Canada) Region Eleven, notice is required to be given, such notice may be given by regular communication methods as found acceptable by the board of directors. For the purpose of sending any notice, the address of any member, director or officer shall be his last address as recorded on the books of the AICC (Canada) Region Eleven.

9. INTERPRETATION

In these by-laws and in all other by-laws of the AICC (Canada) Region Eleven 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 AICC (Canada) Region Eleven.

9.1 Amendments of Bylaws

Passed by the board of directors this 5th day of March 2008.



Neil Fyfe, President 2007 - 2008



Mike Dienst, Treasurer / Secretary 2007 - 2008