

# OMNI KING EDWARD/Toronto – Suite 973 IAHTM BOARD MEETING AGENDA

Friday, September 29th, 2023, 2:00pm EST

AGENDA		
1. Conflict of Interest	Discussion	Brendan O'Neill
2. Approval of Agenda From:	Decisions	Brendan O'Neill
<ul> <li>8/9/23 Meeting</li> <li>9/2923 Meeting</li> <li>Minutes</li> <li>Approval of minutes from: <ul> <li>Board Meeting on 7/12/23</li> <li>Exec Meeting on 8/1/23</li> <li>Board Meeting on 8/9/23</li> </ul> </li> </ul>	Decisions	Brendan O'Neill
4. Approval of By-Law Changes	Decision	Brendan O'Neill
5. <u>Terms of Board Seats</u>	Discussion/Decision	Brendan O'Neill
6. Board Vacancy – Lumey Gamboa	Decision	Brendan O'Neill
7. In-Person Strat. Planning Meeting	Discussion	Brendan O'Neill
8. <u>Texcare</u>	Discussion	Rocco Romeo
9. <u>Committee Info:</u> Membership and Marketing: Vendor Incentive – Roc	Discussion co to update on this question	
10. Palm Springs Update/Timeline	Discussion	Christy Carper
11. Roundtable	Discussion	Brendan O'Neill
12. <u>Toronto – Announcements</u>	Discussion	Rocco Romeo
13. Next Board Meeting and Adjournment		Brendan O'Neill

Next Board Meeting will be virtually on November 8<sup>th</sup>, 2023

# IAHTM Board of Directors Via Zoom

12:00 pm EST Wednesday, August 9, 2023

In Attendance: President, Brendan O'Neill, Directors: Bill Moyer, Steve Johnson, Meredith Bowery; Executive

Director, Christy Carper

Absent: Rocco Romeo, Charles Berge, Chris Hansen and Malcolm Pallos

AGENDA TOPIC	DISCUSSION	ACTION TAKEN
Call To Order		12:00 pm
Conflict of Interest	Brendan O'Neill asked board members to declare now or before discussion.	None at this time.
Approval of Agenda	Brendan O'Neill asked if there were any additions or changes to the agenda for today. With only four board members in attendance, a quorum was not established, so there was no approval made on the agenda or any decision items.	•
Approval of the Minutes	Brendan O'Neill asked for any amendments/changes to the minutes from the July 12th, 2023, Board Meeting as well as the August 1st, 2023 Exec Meeting. With only four board members in attendance, a quorum was not established, so there was no approval made on the circulated minutes.	
2023 Education Conference – Toronto Update	Christy Carper stated that there would be almost 110 attendees at the peak days of the conference and the room block was almost full. Christy C. stated that the conference book was almost completed and would be ready for a draft review. Brendan O'Neill told the group that 18 laundries submitted their data for Laundry Mark's Benchmarking and was very happy with the response.	
Strategic Planning	Brendan O'Neill updated the group with information for our in-person December Strategic Planning meeting. The date chosen is 12/4/23 and will be held in Dublin, Ohio. Information concerning hotels is included in packet. The meeting in the morning of 12/4 will start with a 2-hour board meeting, followed by the strategic planning meeting with the Tecker Group. At this meeting we will	

	set priorities if what we want to work on and then will share with the bigger group that worked together in Las Vegas. Discussion followed.	
Board Vacancy	Brendan O'Neill stated that he reached out to Lumey Gamboa regarding the board vacancy and her interest in being on the board. She will review the By-Laws and then give Brendan a decision in the upcoming weeks.	
Simplelist and Security	Brendan O'Neill stated in response to a spam email that went out through IAHTM's Simplelist email chain, we have gone back to approving each message that comes through before it will go out to the group. This process will help secure what is circulated to the group. Discussion Followed.	
Roundtable	Brendan O'Neill shared that the finalized numbers for Philadelphia came in about \$2,000 over budget with the below reported by Christy Carper:  We estimated the conference being @\$42,000 and we came in at @\$44,000. AV was \$1,000 more (in this was \$786 service fee) and then \$1,000 above including bar on first night and @ \$500 host and hostess meals as a thank you to Moyers 2 meals outone on Mother's Day night).  Meredith Bowery asked that everyone send their Linen Feud Surveys back to her so they can prepare for the Linen Feud event.  Bill Moyer asked if there were any updates on Texcare. Brendan O. stated that Carlos Fernandes and Phil Hart were finalizing the timeline and we should have it soon. Brendan O. also mentioned that there would be an additional travel document required to enter Europe and that the info for this would be sent out to the attendees as the trip info is circulated. Discussion followed. It was stated that a deposit would be required and how important this, as well as the intent/confirmation to be a part of this tour was imperative in planning — especially in planning the transportation.	
Adjournment of Meeting	This meeting was adjourned at 12:31pm EST.	



#### IAHTM BOARD MEETING AGENDA

Via Zoom

Wednesday, August 9th, 2023, 12:00 noon EST

#### 1. Conflict of Interest Discussion Brendan O'Neill 2. Approval of Agenda Decision Brendan O'Neill 3. Minutes Decision Brendan O'Neill (Approval of minutes from Board Meeting on 7/12/23 and the 8/1/23 Exec Meeting) 4. 2023 Conference - Toronto Update Discussion Rocco Romeo 5. Strategic Planning Discussion Brendan O'Neill In-Person Meeting 6. Board Vacancy Discussion Brendan O'Neill Lumey Gamboa 7. Simplelists and Security Discussion Brendan O'Neill 8. Roundtable Discussion Brendan O'Neil 9. Date of Next Board Meeting Discussion Brendan O'Neill (September 13th – via Zoom at Noon) 10. Adjournment Brendan O'Neill

# IAHTM Board of Directors Via Zoom

12:00 pm EST Wednesday, July 12th, 2023

In Attendance: President, Brendan O'Neill, 1st VP Charles Berge, Treasurer, Rocco Romeo, Directors: Steve

Johnson, Chris Hansen, Meredith Bowery, Malcolm Pallos,; Executive Director, Christy Carper

Absent: Bill Moyer

AGENDA TOPIC	DISCUSSION	ACTION TAKEN
Call To Order		12:00 pm
Conflict of Interest	<b>Brendan O'Neill</b> asked board members to declare now or before discussion.	None at this time.
Approval of Agenda	Brendan O'Neill asked if there were any additions or changes to the agenda for today.	MOTION It was moved by Malcolm Pallos; seconded by Meredith Bowery that the agenda for today, Jul 12th 2023, be approved as circulated; CARRIED.
Approval of the Minutes	<b>Brendan O'Neill</b> asked for any amendments/changes to the minutes from the June 14h, 2023, board meeting.	MOTION It was moved by Rocco Romeo; seconded by Charles Berge that the minutes from the June 14th,2023, Board Meeting, be approved as circulated; CARRIED.
2023 Education Conference – Toronto Update	Rocco Romeo stated that things are going well with the planning, and 95% is finalized. Rocco R. shared that we have 5 featured speakers, room block is almost full and sponsorship is up. We are up @25 people above the numbers at our last conference – due to this increase, Rocco R. asked the board for a \$10,000 increase to the budget. Education, passports and events were reviewed, and discussion followed. Rocco R. stated that we made it clear that sponsors that are bringing 2 people, must work for the company and are not consultants. Snack Chat will be a bit different this year, hoping it increases facetime. The discussion then turned to benchmarking and board members were asked to participate.	

Strategic Planning	Brendan O'Neill spoke about the agreed document that he had circulated a couple weeks ago. He requested approval so we could go to the next steps. Plans to have an in person meeting in the upcoming months were then discussed.	MOTION It was moved by Meredith Bowery; seconded by Steve Johnson to approve the draft strategic plan as circulated and presented; CARRIED.
Board Vacancy	Brendan O'Neill stated that 5.02 of the Bylaws states that directors can fill a casual vacancy in between the annual meeting. Rocco Romeo recommended we fill the 2 <sup>nd</sup> VP role and looked to the board for this, as it is important in our succession planning. Rocco R. asked Chris Hansen if he would consider the position and said he would be very interested. Chris H. would fill the role for the balance of the term and then would be voted on at the annual meeting. Lumey Gamboa's name was brought forward as a candidate for the spot of director.	It was moved by Rocco Romeo; seconded by Meredith Bowery to appoint Chris Hansen into the role of 2 <sup>nd</sup> Vice President filling James Belliveau's vacancy; CARRIED.  ACTION  Meredith stated that she had a file on everyone's terms that she would share with Brendan O'Neill and Christy Carper.
IAHTM Committees	Education Committee: Christy Carper stated that an Al keynote speaker has been secured for the Palm Springs Conference.  Organic Growth Committee: Brendan  O'Neill shared that 4 reusable textile playbooks have been completed. He stated that he had met with Truedot to brand and create a PP template/document, which would be a legacy document for the association.  Truedot will be sending over a proposal within the coming week to do this project. Brendan  O. hopes to have template complete to present the 1st of the 4 at the Toronto conference and showcase the project.  Texcare Committee: Rocco Romeo stated that there was a meeting with Carlos  Fernandes and Phil Hart and hope to have the itinerary soon to be able to present a mini brochure/presentation in Toronto.	
Roundtable	Discussion centered around: Busy plants with volumes up. Tunnel issues, Successful new hires, technicians, maintenance and drivers hard to find, temperatures in plant, risks of forest fires, heat reduction plans, bagging/quality and loss of a press. Linen loss, linen and labor costs up, good tech teams and full staffing, replacement of equipment, and some volumes down due to using inventory of single use products. Inactive laundries were discussed and figuring out points of contact at each. Chris Hansen mentioned he knew the new leader at Advent Health and would try to get the number. Brendan O. was going to work on PEI and Rocco R mentioned that he spoke to Daniel	

	Gelac about helping us see who to contact at Partagec. Christy C. aske the board if the board meeting in Toronto would be considered the Sept. or October board meeting and it was decided that it would be the October board meeting and we would still meet virtually in September. All stated that they would be able to be in Toronto for the 2:00pm board meeting on 9/29.	
Date of the Next Board Meeting	<b>Brendan O'Neill</b> stated that the next board meeting would be held via Zoom on August 9 <sup>th</sup> at 12:00pm.	
Adjournment	The meeting was adjourned at 12:53pm EST	

## **IAHTM Executive Directors Meeting Minutes**

#### **Zoom Conference Call**

12:00pm EST Tuesday, August 1, 2023

In Attendance: President Brendan O'Neill, 2<sup>nd</sup> Vice President Chris Hansen, Treasurer Rocco Romeo, Executive

Director, Christy Carper
Absent: 1st Vice President Charles Berge

AGENDA TOPIC	DISCUSSION	ACTION TAKEN
Call To Order	<b>Brendan O'Neill</b> called the meeting to order at 12:04pm	12:04 pm EST
Agenda	Brendan O'Neill introduced the 3 applications submitted to the Exec of the nominees of the Don Pedder Lifetime Achievement Award.	
Don Pedder Lifetime Achievement Award Nomination Review	Brendan O'Neill led the discussion and review of each nominee and their accomplishments in the industry. Each area of the form was reviewed, looking at contributions, education, leadership and involvement in groups within the industry. A recipient was selected after each nominee was discussed, based on merits listed on the submissions. It was clear to the group that the recipient met all the criteria.	Motion A unanimous vote was motioned to name Angela Becker the 2023 Recipient of the Don Pedder Lifetime Achievement Award at this years IAHTM Annual Education Conference in Toronto.
Adjournment		12:25pm EST

Tobias preliminary review notes

January 11, 2023 Format

Formatted: Font: Bold, English (Canada)

Formatted: Right



#### BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

#### INTERNATIONAL ASSOCIATION OF HEALTHCARE TEXTILE MANAGEMENT

(the "Corporation")

#### **TABLE OF CONTENTS**

Section 1 General

Section 2 Membership and Meetings of Members
Section 3 Membership Dues, Conduct and Discipline

Section 4 Meetings of Members

Section 5 Directors

Section 6 Meetings of Directors

Section 7 Officers Section 8 Notices

Section 9 Dispute Resolution

Section 10 Amendment by Special Resolution

#### **SECTION 1 - General**

#### 1.01 Definitions

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

- a) "Act" means the Canada Not-for-profit Corporations Act, S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b) "Articles" means the original or restated Articles of Incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation  $\tau_2$
- c) "Board" means the board of directors of the Corporation and "director" means a member of the Board-;
- d) "By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect $_{\vec{i}}$
- e) "Corporation" means the International Association of Healthcare Textile Management.
- f) "Meeting of Members" includes an annual meeting of Members or a special meeting of members.
- f) "Delegate" means an individual representing a Member that is part of the Corporation and who is appointed by Member to have voting privileges from serve as its representative to and for the Corporation, and includes for the purposes of any meeting of Members, any person recognized by the chair of such meeting to be a properly designated nominee or representative of the applicable

Formatted: Left

Formatted: Font: Italic

Member in the absence of the ability of that Delegate to attend, speak and vote on behalf of the applicable Member;

- g) "Meeting of Members" includes an annual meeting of Members or a special meeting of members;
- "Member" means any business entity with legal existence or status, which is not an individual, which is admitted as a Voting Member of the Corporation (as defined in the Articles) in accordance with this By-Law.law and continues to meet the conditions to remain a Member of the Corporation;
- #\\\i) "Ordinary Resolution" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast by Members on that resolution=;
- i)—"Member" means any business entity with legal existence or status, which is not an individual, that is part of the Corporation.
- j) "Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the  $Act_{\tau_2}$
- k) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.;
- 1) "Special Meeting of Members" includes a meeting of members and a special meeting at which matters instead of all members entitled or in addition to votematters regularly addressed at an annual general meeting of members. Members are addressed:
- m) "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by Voting-Members on that resolution.

#### 1.02 Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

#### 1.03 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 officer of the Corporation designated by the Board shall be the custodian of the corporate seal.

#### 1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors.

In addition, the <a href="board">board</a> may from time to time direct the manner in which, and the person or persons 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.

#### 1.05 Financial Year End

Formatted: Tab stops: 0.79 cm, Left + Not at 0.79 cm

The financial year end of the Corporation shall be determined by the Board.

#### 1.06 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 an officer or officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

#### 1.07 Annual Financial Statements

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

#### **SECTION 2 - Membership and Meetings of Members**

#### 2.01 Qualification and Admission of Members

\_Any Member may nominate an Organizationa business entity for admission into a Member of the Corporation in writing delivered to the Executive Director. The Executive Director shall require the nominee entity to complete a new Member application which shall include the name of the chief executive or other executive officer the nominee proposes to serve as the Delegate of that Member. Once completed, the Executive Director shall forward the new Member application to the President for review and consideration. Despite the terms of the Articles, new Members shall only be admitted as Voting Members. No additional Honorary Members (as defined in the Articles) are to be appointed.

b)a) The Board may by resolution approve the admission of any Organization business entity nominated to be a Member:

- which is an autonomous <u>Organization business entity</u> formed and operated for the purpose of providing shared laundry and textile services to one or more hospitals or healthcare institutions.;
- ii. owned by, governed by or under the control of one or more hospitals or healthcare institutions recognized by the Board as qualifying hospitals or healthcare institutions.;
- iii. which has a management, ownership and control arrangement which, in the determination of the Board, is consistent and compatible with similar arrangements for other Members, and without limitation, not a broad-based contract management arrangement for multiple independent or unrelated customers; and
- iv. which agrees to:
  - A. a full and free exchange of information, policies, business practices and other information of use and interest to other Members.
  - B. strive consistently to provide better service to healthcare organizations to the end that patient care may be enhanced at the most economical  $cost_{\tau_2^i}$

**Formatted:** Normal, Indent: Left: 0 cm, Hanging: 0.66 cm, No bullets or numbering

- adhere to the highest possible industry standards for textile processing and washing-; and
- D. The the admission of an Organizationa nominee as a Voting Member shall not take effect unless and until its admission is approved as provided in B<sub>2</sub> above and is confirmed by Special Resolution.

#### 2.02 Transfer and Withdrawal Matters

- a) Membership shall not be transferrable; and
- b) An Organization orany Member shall have the right to resign or withdraw from membership with the Corporation as provided in Section 3.03.

#### 2.03 Notice of Meeting of Members

Notice of the time and place of a meeting of Members shall be given to each Member by the following means:

- a) by electronic mail, regular mail, courier or personal delivery to each Member during a period of thirty (30) to sixty (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 during a period of thirty (30) to thirty-five (35) days before the day on which the meeting is to be held.

#### 2.05 Absentee Voting by Mail Ballot

Pursuant to subsection 171(1) of the Act, a Member may vote by mailed-in ballot, or electronically-filed ballot, if the Corporation has a system approved by the Board 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.

#### SECTION 3 — Membership Dues, Conduct and Discipline

#### 3.01 Membership Dues

Members shall be notified in writing of the membership dues determined by the Board to be payable by them and, if any are not paid within one (1) calendar month of the membership renewal date <u>fixed by the Board</u>, the Members in default shall automatically cease to be Members of the Corporation, unless determined otherwise by a resolution of the Board.

#### 3.02 Conduct of Members

- a) Members shall:
  - i. treat all information and data disclosed to them by any other Members as secret and confidential, and not to be used for any other purpose detrimental to the disclosing Member, unless the disclosing Member agrees otherwise in writing.
  - i. be open and honest in all business dealings-;
  - iii. provide assistance to other Members without deriving profit from that assistance; and

- iv. promote cooperation and friendship among Members from all countries-; and
- v. if the <a href="mailto:member">member</a> Member or <a href="mailto:delegate">delegate</a>. behaves in a manner <a href="mailto:delegate:delegate">detrimental</a>\_contrary to the IAHTM Code of Conduct, as defined by the Board-of Directors, said member, that <a href="mailto:Member">Member</a> or <a href="mailto:delegate:del
- b) The requirements of Members under this Section 3.02 shall be printed on the invoice to Members for the payment of their annual dues.

#### 3.03 Termination of Membership

A membership in the Corporation is terminated when:

- a) Aa Member, represented by a Delegate, is dissolved or ceases to have legal existence;
- b) a Member fails to maintain any applicable qualifications for membership described in Section 2 of this By-law-;
- c) the Member resigns by delivering a written resignation to the chair of the Board in which case such resignation shall be effective on the date specified in the resignation-;
- d) the Member is expelled or terminated as a Member in accordance with Section 3.04 below or is otherwise terminated in accordance with the Articles or By-laws-;
- e) the Member's term of membership expires; or
- f) the Corporation is dissolved, liquidated or wound-up.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, shall automatically cease to exist without further notice or action of any kind whatsoever.

#### 3.04 Discipline of Members

The Board shall have authority to suspend or expel any Member, or <u>delegatesuspend or expel any Delegate of any Member</u>, from the Corporation, its meetings, events its proceedings for any one or more of the following grounds, following an internal investigation led by <u>any one person or persons nominated by the Board designates for that purpose:</u>

- a) violating any provision of the Articles, By-laws, or written policies of the Corporation, including the corporation's "Corporation's Code of Conduct" as defined approved by the Board of Directors-from time to time;
- b) carrying out or engaging in any conduct which may be detrimental to the Corporation, its reputation or interests, as determined by the Board in its sole discretion; or
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a Member, or delegate, should be expelled or suspended from membership in the Corporation, or a Delegate of a Member expelled or suspended from his or her role as a Delegate, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or

such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member or delegate its Delegate as applicable, is suspended or expelled from membership in the Corporationor from his or her role as a Delegate. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member in writing concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member and/or delegate, Delegate (as the case may be), without any further right of appeal except as outlined in these by laws. If the delegate is suspended, or expelled, the Member may designate a different delegate, providing said delegate meets the requirements of these byBy-laws.

#### SECTION 4 — Meetings of Members

#### 4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be the delegatesduly appointed or accepted Delegates of Members, the directors, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, 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.

#### 4.02 Chair of the Meeting

The President shall serve as the chair of each meeting of Members. If the President is absent, the First Vice-President shall serve as the chair of the meeting of Members. In the event that the President and First Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number or another director of the Corporation to chair the meeting.

#### 4.03 Quorum

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be forty percent (40%) of the Members in good standing and entitled to vote at the meeting. Members voting by mail in ballot shall not be included in the determination of quorum. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### 4.04 Votes to Govern

At any meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

#### 4.05 Adjournment

The chair of any meeting of Members shall have the right to adjourn any meeting of Members with the approval of the Members by Ordinary Resolution.

#### 4.06 Nomination and Election of Directors by Members

A nominating committee comprised of the three (3) most recent Past Presidents of the Corporation, and chaired by the most recent Past President, shall prepare and submit to the Board for inclusion in the notice of meeting at which those directors are to be elected, a slate of nominees to serve as directors, setting out their proposed term of service and whether or not they are also nominated to hold a position as an officer of the Corporation. Where a Past President has retired from as an employee or representative of the Member, the Board will appoint a replacement director to sit on the nominating committee to ensure industry continuity.

#### SECTION 5 — Directors

#### 5.01 Election and Term

Members shall elect the directors at the first meeting of Members and at each succeeding annual meeting of Members at which an election of directors is required. Each director shall serve a term commencing at the end of the annual meeting of Members at which they were elected and ending at the conclusion of the second annual meeting of Members after their election. One half (1/2) of the authorized number of directors shall retire and be elected at each annual meeting of Members.

#### 5.02 Casual Vacancies and Increase in Number of Directors

In addition to the right of directors to fill casual vacancies of directors between meetings of Members, the directors may appoint one or more directors, who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of Members.

#### **SECTION 6** — Meetings of Directors

#### 6.01 Duties and Number

The affairs of the Corporation shall be managed by the Board. The Board shall consist of not less than eight (8) directors, but not more than ten (10), or such other number of directors fixed from time to time by Special Resolution The Articles provide for a range of directors with a minimum of three (3) and a maximum of (15) directors. The authorized number of directors within such minimum and maximum number is now fixed at ten (10). The Members may, from time to time by Ordinary Resolution, fix the number of directors of the Corporation. The number of directors to be elected at annual meetings of the Members or delegate those powers to the directors. No decrease in the number of directors shall shorten the term of an incumbent director.

#### 6.02 Calling of Meetings

Meetings of the Board may be called by the President (who shall serve as chair of the Board), the First Vice-President or any three (3) directors at any time. If the Corporation has only one (1) director, that director may call and constitute a meeting.

#### 6.03 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 8.01 of this By-law to every director of the Corporation not less than seven (7) days 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 this By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter which contemplates the appointment of a managing director or executive committee to whom certain powers of the Board are to be delegated.

#### 6.04 Regular Meetings

The Board may appoint 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 promptly after being passed, but no other notice shall be required for any such regular meeting except if the subject of that meeting is in any way to delegate the authority of the Board to any managing director or executive committee.

#### 6.05 Quorum and Votes to Govern

- a) The number of directors which shall form a quorum for the transaction of business shall not be less than five (5). Despite any vacancy among the directors, a quorum of five (5) directors may exercise all the powers of the Board.
- b) In the event of an equality of votes on any resolution of the Board, the chair of the Board shall not have a second or casting vote.
- b)c) Upon and subject to the confirmation of the amendment to By-Law No. 1 by the members Members of the Corporation, any one officer or director is hereby authorized and directed to file a copy of such amendment with the Director under the Canada Not-for-profit Corporations Act and such other government agency as that one officer or director may determine to be necessary.

#### 6.06 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

#### **SECTION 7 — Officers**

#### 7.01 Description and Term of Offices

Save and except for the Secretary (which need not be appointed), the following officers shall be appointed from among the directors of the Corporation, unless otherwise specified by the Board. The

Formatted: Font: Italic

term of office of each officer in the position described below shall be the lesser of the term of that officer's appointment as a director or until the end of the second  $(2_n^{nd})$  annual meeting of Members, whichever first occurs. The following officers shall have the following duties and powers associated with their positions:

- a) President the President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President, shall, when present, preside as chair at all meetings of the Board and of the Members. The President shall have such other duties and powers as the Board may specify.
- b) First Vice-President the First Vice-President, who shall be the President elect, shall be vested with all the powers and shall perform all of the duties of the President in the absence, inability or refusal to act of the President. The First Vice-President shall be responsible for obtaining new sponsors and retaining existing sponsors for the meetings and conferences of the Corporation.
- c) Second Vice-President the Second Vice-President shall be responsible for the development and direction of a continuing education program to serve the needs of the Members of the Corporation. The Second Vice-President shall assess the membership's interests and promote, advise, design and/or present topics in the development of the continuing education and development of the skills and knowledge of the membership—;
- d) Secretary if appointed, the Secretary shall attend and be the secretary of all meetings of the Board, membersMembers 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. If appointed, the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation:
- e) Treasurer the Treasurer shall have custody of all monies and the records of the Corporation.

  The Treasurer shall openly and honestly report the financial condition of the Corporation to Members at meetings of Members and shall keep account of all expenses and pay all invoices due by the Corporation to minimize any late charges imposed on the Corporation—; and
- f) Past President the Past President shall be the person who has completed his or her term as the President and has been replaced as President.

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 President 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.

#### 7.02 Executive Director

a) Unless determined otherwise by the Board, the Corporation shall engage an Executive Director as an independent contractor and not an employee of the Corporation on terms satisfactory to the Board, provided that in no event shall any contract for the engagement of any Executive Director have a term of greater than three (3) years-:

Formatted: Superscript

- b) Atat any time, the term of the existing engagement of the Executive Director has expired or has otherwise been terminated, the Members may make nominations for the position of the Executive Director to the Board—;
- Thethe Executive Director shall ensure the continuity of the business and affairs of the
   Corporation and shall have such other duties and authority as may be determined appropriate
   by the Board—and
- d) Thethe Executive Director shall have a right to attend but not vote at meetings of the Board and Members.

#### 7.03 Vacancy in Office

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 in his or her capacity officer (but not director). 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.

If the office of any officer of the Corporation shall be or become vacant, the Board may, appoint a person to fill such vacancy.

#### **SECTION 8 — Notices**

#### 8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board, 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 or public filing that was sent by the Corporation to the
  Director under the Act; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- 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 the applicable provisions
  of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as provided above; 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.

Any officer or the Executive Director 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 that officer or the Executive Director to be reliable. The declaration by such officer or the Executive Director 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.

#### 8.02 Invalidity of any Provisions of this By-Law

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.

#### 8.03 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, or 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 9 — Dispute Resolution**

Disputes or controversies among Members, <u>Delegates</u>, directors, officers or committee members, or volunteers of the Corporation are as much as possible which cannot be settled by cooperative discussion and negotiations, are to be resolved in accordance with mediation and/or arbitration as provided in Section 9-01 of this By-law.

#### 9.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, <u>Delegates</u>, directors, officers, committee members or volunteers of the Corporation arising out of or related to the <u>articlesArticles</u> or <u>byBy</u>-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The the dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one (1) mediator, the other party (or if applicable the Board) appoints one (1) mediator, and the two (2) mediators so appointed jointly appoint a third (3rd) mediator. The three (3) mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) Thethe number of mediators may be reduced from three (3) to one (1) or two (2) upon agreement of the parties—;

- c) Hif the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law-; and
- Allall costs of the mediators appointed in accordance with this Section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Section shall be borne by such parties as may be determined by the arbitrators.

#### SECTION 10 - Amendment by Special Resolution

#### 10.01 Initial Approval and Effect

This By-law shall come into effect upon approval by the Board. The Board shall present this By-law to the Members at the first ensuing meeting of Members for confirmation with or without amendment as provided below.

#### 10.02 Requirement for Special Resolution

This By-law may be amended at any time with the approval of the majority of the Board, confirmed by a Special Resolution of the Members. For certainty, no amendment to this By-law shall have effect or come into operation until confirmed by the Special Resolution of the Members in accordance with this By-law.

Passed and enacted by t	he director of the Corporation the	day of	, 2023.
President	Secretary		
Confirmed by the Memb	oers shareholder of the Corporation b	y Special Resolution	the day of

Secretary

4881-9219-5912, v. 3

Formatted: Space After: 0 pt, Line spacing: Exactly 9 pt



# IAHTM In- Person Strategic Planning Meeting – Dublin, Ohio December 4<sup>th</sup> 2023

We will be holding an in-person Strategic Planning Meeting as the next step agreed upon with the Tecker Group. We will also have a board meeting on this day. These meetings will be held at:

<u>Brick House Blues</u> (in Bridge Park – Headquarters Location)

6605 Longshore Street Suite 240) building entrance 6605 – (2<sup>nd</sup> floor, next to RiverPark Dental) Dublin Ohio

Parking is free – closest garage to meeting site is the Mooney parking garage (across from Pin's Mechanical Co and Arcade)

#### Airport:

John Glenn Columbus International Airport – Columbus Ohio (CMH). <u>Bridge Park</u> is about 20 -25 minutes from the airport.

Start time of the meeting will be approximately 8:00am with breakfast brought in. Full schedule will be coming out in the upcoming months.

There are two hotels in Bridge Park that are with in 1 block of the meeting site, Brick House Blue:

#### AC Hotel by Marriott

#### Spring Hill Suites by Marriott

Lots of restaurants for those coming in on Sunday night, within walking distance. There is a pedestrian bridge which leads to a couple additional good restaurants as well...The Pearl and The Avenue.

#### **Bridge Park Restaurants**

Please feel free to contact Christy Carper with any questions you may have!



# WELCOME TO FRANKFURT AND CENTRAL EUROPE

Suggested plant tours offered to members of IAHTM, in connection with TexCare International 2024



1

### Herzlich willkommen!

 Organized and sponsored by Kannegiesser and the JENSEN-GROUP – leaders in laundry automation sharing the latest innovations and techniques with you to



- Increase the operational efficiency in your laundry
- laundry

   Create a competitive advantage
- Support profitable business growth



Los geht's!



# **Technology Inspiration Tour 2024**





3

# First stop: JENSEN & Kannegiesser booths at TexCare



Innovations for all sections of the laundry



✓ Exchanging ideas and insights with our global product experts



✓ Catching up with friends



Δ

# About TexCare International 2024



Wednesday, November 6 – Saturday, November 9: Show dates
 Sunday, November 10: The journey starts, drive from Frankfurt to Heidelberg

5

# SECOND STOP: SOUTHERN GERMANY

Monday, November 11



# Witteler & Burkhardt, Ladenburg





- Hospitality laundry processing 65 tons/day, 1 shift, 74 employees
- Serving hotels and restaurants in the greater Heidelberg area
- Why should you see this laundry?
  - "Certified, sustainable, clean" the laundry's slogan can be experienced in the high-tech solutions.
  - Sustainable disinfection process
  - Heating through solar panels



7

## Heinz + Horn, Ramstein-Miesenbach





- Hospitality laundry processing 50 – 60 tons per day
- 200 employees, one shift
- Why should you see this laundry?
  - Complete turnkey laundry processing high volumes of flatwork





\_



- Rental laundry serving the hospitality, healthcare, and industrial segment
- Processing 750 tons per week
- Why should you see this laundry?
  - Highly automated turnkey installation
  - Champions in total sustainability: water and energy savings, ergonomic/H&S, social activities and governance, diversity
  - Family-managed laundry



# From Maastricht to Copenhagen ...



- Option 1 via Dusseldorf:
  - Transfer to Dusseldorf by coach
  - Flight Dusseldorf Copenhagen



- Option 2 via Amsterdam with one more laundry visit:
  - Visit to Van der Kleij, Utrecht
  - Flight Amsterdam Copenhagen



11

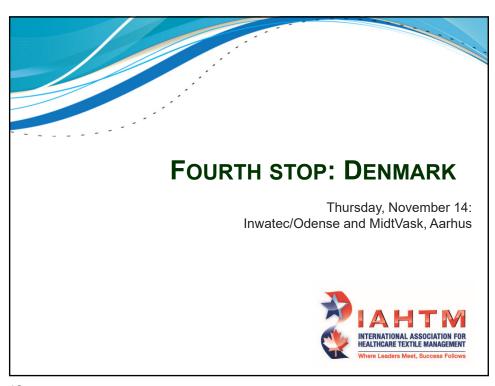
# Van der Kleij, Utrecht





- Largest hospitality laundry in Europe
  - Production: 500 t/week, 5 days, 1,5 shifts
- Why should you see this laundry?
  - Highly automated turnkey installation
  - Van der Kleij has always been «a step ahead» when it comes to technology, business approaches and sustainability; pioneer in utilizing robotics
  - Detail-Robotics (jensen-group.com)





13

# MidtVask, Aarhus





- Public-owned healthcare laundry, processing 30 tons/day, flatwork and garments
- One of Denmark's largest laundries and awarded as Denmark's most efficient hospital laundry
- Why should you see this laundry?
  - Newest robotics technology in all sections of the laundry – 8 robots in the soil sort
  - Highly automated, state-of-the art installation with automated storage and transportation of stacked laundry items



# Inwatec, Odense





- Technology Center for robotics and automation solutions for the soil sort area, flatwork storage systems, mat rollers, towel feeding robots
- Why should you see this manufacturing facility?
  - See how the technology of the future is designed and engineered
  - Meet the #laundrynerds, creators of the most advanced automation solutions

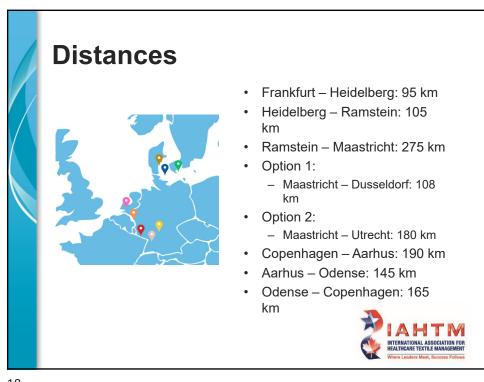


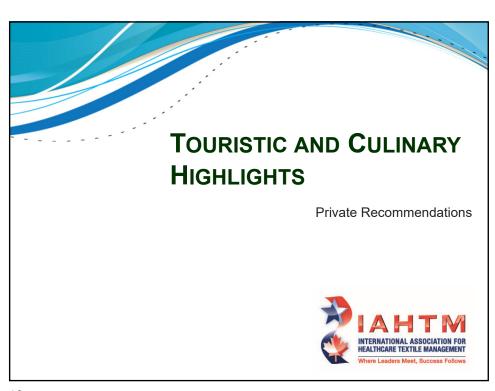
15

# GETTING AROUND IN EUROPE









19

# **Sunday - Heidelberg**





- Most beautiful, most visited, most romantic city in Germany – picturesque city with rich history and excellent local wines
- Recommendation:
  - City tour, and if time allows, a journey to nearby Speyer
  - Wirtshaus zum Nepomuk, <u>www.hotel-zur-altenbruecke.de</u> serving local specialities with a twist



# **Sunday - Heidelberg**



- NH Collection Heidelberg
- NH Collection Heidelberg: 4-Star Hotel in Heidelberg, Germany (nh-hotels.com)
- Remodelled brewery, very charming
- 185 Euro incl. breakfast



- · Plaza Premium Heidelberg
- PLAZA Premium Heidelberg (plazahotels.de)
- Premium business hotel
- 239 Euro incl. breakfast



21

## **Monday and Tuesday - Maastricht**





- Lovely old town with large market square and cosy cafés
- Recommendation:
  - Restaurant
     Kruisherenhotel, fine dining
     in a remodelled church a
     unique experience that all
     guests will treasure

Kruisherenhotel Maastricht | Member of Design Hotels | Oostwegel Collection

 Fitz Roy Urban Hotel, Bar and Garden www.fitz-roy.nl



## **Monday and Tuesday - Maastricht**



- Van der Valk Hotel, Maastricht
- Hotel Maastricht city Netherlands - Hotel Maastricht
- Perfect business hotel
- 208 Euro, incl. breakfast



- · Kruisherenhotel, Maastricht
- <u>Hotelrooms | Oostwegel</u> Collection
- 310 Euro, incl. breakfast



23

# Wednesday - Copenhagen





- Copenhagen is known for the colourful buildings of Nyhavn harbour and the iconic Little Mermaid statue. A vibrant capital city that is also a hub for Scandinavian design
- Recommendation, both at Nyhavn, both with delicious fish & seafood (and meat)
  - Skipperkroen at Nyhavn, Smorrebrod Copenhagen, Fish Restaurant Skipperkroen Nyhavn (streckers.dk)
  - Cap Horn, www.caphorn.dk



# Wednesday - Copenhagen



- Copenhagen Marriott Hotel
  - Where Can We Take You? |
     Endless Experiences & Top
     Locations | Marriott Bonvoy
- 5-star, downtown, nice views, typical business hotel
- 320 Euro incl. breakfast



- · Hotel SP34 by Brøchner
- Frontpage | Hotel SP34 (brochner-hotels.com)
- Charming boutique hotel
- 302 Euro incl. breakfast



25

# Thursday - Odense



- Cozy town where Hans Christian Andersen was born –fairy tale writer of e.g. The Snow Queen, The Little Mermaid, The Emperor's New Clothes
- Insider tips:
  - Hans Christian Andersen Museum and childhood home
  - Egeskov castle, hosts a collection of vintage cars & bikes
  - Restaurant Sortebro Kro, <u>www.sortebrokro.dk</u> serves local food in a typically Danish setting



# Thursday - Odense



- First Grand Hotel, Odense
- Hotel Odense First Hotel Grand in the city center (firsthotels.com)
- 160 Euro incl. breakfast



- Hotel Knudsens Gaard
- Hotel og restaurant og selskaber i Odense · Hotel Knudsens Gaard A/S
- · 254 Euro incl. breakfast



27

# **Detailed planning**

	,, p
11.30 hours)	Departure by coach, Frankfurt - Heidelberg (1.5
13.00	Arrival in Heidelberg. Early check-in / baggage drop.
14.00	Touring Heidelberg
20.00	Evening dinner
Monday, Novem	<u>ber 11</u>
	Breakfast, check-out
8.00	Departure by coach, Heidelberg - Ladenburg (30')
8.30	Touring the Witteler & Burkhardt Laundry
10.30	Transfer by coach, Ladenburg – Ramstein-Miesenbach
	(1.5 hours)
12.00 Miesenbach,	Lunch at "Die Bühne – backstage" in Ramstein- pre-set lunch
13.00	Touring the Heinz + Horn Laundry in Ramstein-

Check-in at hotel

Transfer by coach, Ramstein-Miesenbach - Maastricht

Networking, followed by evening dinner

8.30 Departure by coach, Maastricht - Elsloo (30') 9.00 Touring the Nedlin Laundry

Transfer to Maastricht (30') Lunch downtown Maastricht, individual city sightseeing and shopping

19.30 Networking, walk to restaurant for evening dinner



28

19.00



29

# "Auf Wiedersehen" in Frankfurt We look forward to welcoming IATHM and its members to the 2024 TexCare show and to reference plants in and around Germany. Please be assured that we will create a memorable and inspiring journey for you. We hope to see you in Frankfurt!



# WELCOME TO FRANKFURT AND CENTRAL EUROPE

Suggested plant tours offered to members of IAHTM, in connection with TexCare International 2024 **Financial Overview** 



## **IAHTM** Conference

- Minimum of 12 IAHTM members to proceed
- Signup by October 31, 2023.
- IAHTM Member plus one guest per laundry
- IAHTM requires a non-refundable \$500 deposit, per IAHTM member attending, plus \$250 if the spouse / partner of the member is attending, due by October 31, 2023, payable to IAHTM.
- Amounts will be reimbursed after Tour is over



## **IAHTM Conference**

- IAHTM will provide reimbursement of economy airfare of up to \$750 for IAHTM member only (1 per laundry) with submission of receipt.
- IAHTM will cover one hotel room per night for Friday November 8 to Thursday November 14,2024 (1 room per laundry)
- All food and transportation costs will be covered by IAHTM beginning with dinner on November 8 to dinner on November 14, 2024 for IAHTM member and guest. Any meals before or after are the responsibility of IAHTM member
- IAHTM will reimburse transportation costs to and from airports/hotels in Europe on arrival and departure
- · All other costs are the responsibility of the IAHTM member and their guest

