

M C A C ' S



OFFICIAL BY-LAWS

Revised: September 20, 2007

A by-law relating generally to the organization and the transaction of the affairs of

The
MECHANICAL CONTRACTORS ASSOCIATION OF CANADA
(hereinafter referred to as the "**Association**")

CONTENTS OF ARTICLES

Article

<i>One</i>	Interpretation
<i>Two</i>	Transaction of The Affairs of the Association
<i>Three</i>	Management and Organization
<i>Four</i>	Directors
<i>Five</i>	Officers
<i>Six</i>	Executive Committee
<i>Seven</i>	Remuneration
<i>Eight</i>	Protection of Directors and Officers
<i>Nine</i>	Members and Membership
<i>Ten</i>	Borrowing
<i>Eleven</i>	Committees and Task Forces
<i>Twelve</i>	Amendments to By-Laws
<i>Thirteen</i>	Dissolution of the Association

Whereas the Association was incorporated by Letters Patent on the 19th day of February, 1943 for the following objects:

- (a) to encourage, support and promote the advancement of the mechanical contracting industry;
- (b) to advance, encourage and promote all inventions and improvements in all aspects of the mechanical contracting industry;
- (c) to foster and promote the interchange of thought and ideas on all problems and matters pertaining to the mechanical contracting industry among the members of the Association and among other individuals or bodies interested therein and to compile and distribute and to foster the compilation and distribution among its members of all information useful in the practice of the

- mechanical contracting industry;
- (d) to make representation with respect to legislation for the improvement of the mechanical contracting industry;
- (e) to seek for the mechanical contracting industry equitable treatment in its relations with the manufacturers of and dealers in supplies;
- (f) to promote, foster and improve relations between employer and employee and to promote and foster the training of apprentices in the industry;
- (g) to conduct promotional activities, including advertising, publicity and the holding of meetings, conferences, shows and exhibitions and otherwise apprise the public of the scope and character of the mechanical contracting industry;
- (h) to provide facilities for the exchange of information and opinions with the legislature and departments of government and other agencies concerning all the problems affecting the mechanical contracting industry within the scope of the Association and to carry on negotiations leading to the solution of such problems with the agency concerned;
- (i) to establish, carry on, subsidize, promote, cooperate with or receive into union, become a member of, act as, or appoint delegates for, control, manage, supervise, lend monetary assistance to or otherwise assist any association or institution, incorporated or not, with objects altogether or in part similar to those of the Association, and, in particular, to encourage, promote and support provincial associations with objects similar

to those of this Association and to carry on similar duties with any other association or institution whether or not the said association or institution carries on activities within any of the Provinces of Canada,

BE IT ENACTED as a by-law of the Association as follows:

ARTICLE ONE INTERPRETATION

1.01 **Definitions:** In this by-law and all other by-laws of the Association, unless the context otherwise requires:

"**Act**" means the Canada Corporations Act and any Act that may hereinafter be substituted therefor, as from time to time amended;

"**Active members**" has the meaning set forth in Article 9.03;

"**Association**" means the Mechanical Contractors Association of Canada, a corporation without share capital incorporated under the Act by letters patent dated the 19th day of February, 1943;

"**Board**" means the Association's board of directors;

"**Constituent**" means an individual who is a member of or who is otherwise affiliated with another person, firm, partnership, association, corporation or organization (whether incorporated or not) who or which is a member of the Association;

"**Mechanical contractor**" means a person, firm, partnership or corporation qualified and actively engaged in the business of furnishing, fabricating, installing, testing, balancing, and/or maintaining the following systems: plumbing, dry/wet heating, gas piping, air conditioning, sheet metal and other ductwork, processed piping, fire suppression, commercial refrigeration, controls, millwrighting and rigging, thermal insulation and any other systems including the immediately related trades thereto;

"**Meetings of members**" includes an annual meeting of members and a special meeting of members;

"**Member**" means a person, firm, partnership, association, corporation or organization (whether incorporated or not) who or which has qualified and remains qualified for admission to the membership of the Association, and is more particularly defined in Article 9;

"**Provincial affiliate**" has the meaning set forth in Article 3.02;

"**Provincial organization**" means any organization of mechanical contractors in any province;

"**Special meeting of members**" includes a meeting of any class or classes of members, as well as a special general meeting of members.

1.02 In this by-law words importing the singular number include the plural and vice versa; words importing the masculine gender include the female and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO TRANSACTION OF THE AFFAIRS OF THE ASSOCIATION

2.01 Head Office

Until changed in accordance with the Act, the head office of the Association shall be in the Municipality of Ottawa-Carleton, in the Province of Ontario.

2.02 Seal

The seal of the Association shall be in the form impressed hereon.

The seal shall remain in the custody of the Secretary-Treasurer and shall be lodged in the association's head office.

2.03 Emblem

The Association emblem may be used by any member in good standing provided that it is used in a dignified and proper manner.

2.04 Financial Year

Until otherwise ordered by the board, the financial year of the Association shall end on the last day of July in each year.

2.05 Operations

The operations of the Association shall be carried on throughout Canada and elsewhere. Such operations are to be carried on without the purpose of gain for the members and any profits or other accretions to the Association shall be used solely in promoting its objects.

2.06 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations,

certificates and other instruments may be signed on behalf of the Association by those whom the board, by resolution, shall determine. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto.

2.07 Banking Arrangements

The banking business of the Association shall be transacted with such banks, trust companies, or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.08 Rules of Order

Meetings of the Association shall be conducted in accordance with Call to Order - Meeting Rules of Order for Non-Profit Organizations (H. Perry).

**ARTICLE THREE
MANAGEMENT AND
ORGANIZATION**

3.01 General

Management of the business and affairs of the Association shall be vested in the board and the board shall be competent to exercise all or any of the authorities, powers and discretions and shall do all such acts and things as the Association is authorized by law to exercise and do, and may delegate any or all of its powers, except such as are herein specifically stated to be exercised only by the board, to an Executive Committee, and may, from time to time, revoke such delegations. The Executive Committee shall, in the exercise of power so delegated, conform to any regulations that may from time to time be imposed upon it and apart from the foregoing, and for the purpose of carrying out the affairs of the Association, the board shall be empowered to enter into such agreements, contracts or arrangements as it may see fit and to provide for the execution thereof, and the affixing of the Association's seal thereto.

3.02 Affiliates

The Association shall have the ability to enter into arrangements with Provincial organizations, whereby such Provincial organizations would be recognized as being affiliated with the association on such terms and conditions as may be agreed upon by the board and the Provincial organizations. Without limiting the generality of the

foregoing, the individual mechanical contractor members of such Provincial organizations shall be deemed to be active members in their own right of the Association.

3.03 Geographic Regions

For purposes of this and any other by-law of the Association and for purposes of the general organization of the Association, the following geographic regions shall be recognized:

- i) Western Region (comprised of British Columbia, Alberta, Manitoba, Saskatchewan, North West Territories and the Yukon);
- ii) Central Region (comprised of Ontario);
- iii) Eastern Region (comprised of Quebec, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland).

In this or any other by-law of the Association, any reference to "region" or "regional" shall be in respect of the geographic divisions expressed above.

**ARTICLE FOUR
DIRECTORS**

4.01 Number of Directors and Quorum

- (i) Until changed in accordance with the Act, the number of voting directors on the board shall be not less than 10 and not greater than 25. The board shall, at any given time, consist of the following:
 - * The Chairman of the board;
 - * The Chairman-Elect of the board;
 - * The Immediate Past Chairman (Secretary-Treasurer);
 - * Those directors (including the number thereof) as determined in accordance with sub-article 4.10 (i);
 - * Those directors (including the number thereof) as determined in accordance with sub-article 4.10 (ii);
 - * President (non-voting);
 - * Non-voting members as determined by the Board.
- (ii) At every meeting of the board, a majority of the board shall constitute a quorum.

4.02 Qualification

No person shall be qualified as a director unless he is a bona fide constituent in good standing of an active member

of the Association and is eighteen (18) or more years of age.

4.03 Election and Term

Each board shall be confirmed in set in place at each Annual General Meeting, including the installation of incoming directors, if any.

Subject to the Act, these By-Laws, and the unanimous discretion of the Board of Directors, the length and duration of each voting directors term of office as such shall be determined by the relevant provincial affiliate which appointed the voting director to sit on the board, and the details of such term of office shall be communicated to the board, in writing and on a timely basis, by the relevant provincial affiliate which appointed the relevant voting director(s).

4.04 Disqualification from Office

Subject to the acceptance of the Board, the office of any director may be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- (b) if a lawful order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- (c) on death;
- (d) if by notice in writing to the secretary of the association he resigns his office;
- (e) if he absents himself from meetings of the board without leave of absence acceptable to the board;
- (f) if, for any reason, his appointment as such is withdrawn by his Provincial affiliate.

4.05 Removal of Directors

The members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a General Meeting of the Association, and following a subsequent two-thirds (2/3) vote of the board, remove any director before the expiration of his term of office and may, by majority vote, elect any person in his stead who is from the same electoral constituency as the removed director, for the remainder of the term. Notwithstanding the above, the active members may, at any time upon thirty (30) days written notice, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a Special General Meeting of the Association, remove any director before the expiration of his term of office and may, by majority vote, elect any person in his stead who is from the same electoral

constituency as the removed director, for the remainder of the term.

4.06 Vacancies

Should a vacancy occur on the board, it shall be filled for the remainder of the vacating director's term by a person appointed by the same electoral constituency as the vacating director or by appointment by the board if the remaining directors constitute a quorum.

4.07 Meetings of the Board - General

The board shall meet at such times and places as by resolution it may determine. In any event, in addition to the board's first meeting, which must be held immediately following the adjournment of the Association's Annual Meeting, it must hold at least two (2) other meetings during the year which usually shall be, but not restricted to, a Winter Board Meeting and a Fall Board Meeting, the latter to be held immediately preceding the opening of the Association's Annual Meeting.

4.08 Notice of Meetings

Notice of each meeting, other than the first meeting, of the board shall be mailed by first class post to each director at his address as it appears on the books of the Association at least seven (7) days prior to the holding of the said meeting. Such notice shall contain mention of the business which is to be transacted at said meeting. Such meetings shall be held at head office of the Association or elsewhere in Canada or, if the board so determines, at some place outside Canada.

4.09 Minutes

Full minutes of all business transactions at all meetings of the board shall be kept in regular form and such minutes shall be at all times available to the members and shall be distributed to all directors.

4.10 Composition of Board/Provincial Affiliates/Directors-at-large

- (i) The number of voting directors that each Provincial affiliate shall be entitled to have on the board shall be determined by a formula prescribed by the board from time to time, which formula shall be based upon, reflect, and take account of the following two components:

- * the number of active members in the relevant Provincial affiliate relative to the total number of active members in all of the Provincial affiliates at that approximate time; and

** the quantum of annual membership dues paid to Association by the relevant Provincial affiliate in the relevant year relative to the total annual membership dues paid by all of the Provincial affiliates in that year.

Notwithstanding any formulae prescribed by the board from time to time, and notwithstanding anything else in these bylaws, each Provincial affiliate shall have or shall be entitled to have not less than one (1) and not more than five (5) directors on the board in any relevant time.

At least three (3) weeks prior to the date of each Annual General Meeting at which a board is to be confirmed and set in place, each Provincial affiliate shall notify the board in writing as regards to details of the voting director(s) it has appointed from and within its own ranks to sit on the board for the ensuing term.

- (ii) At least three (3) weeks prior to the date of each Annual General Meeting at which a new board is to be installed, the active at-large members of the Association shall appoint from amongst themselves a director (or directors as the case may be) in accordance with the formula hereinafter stated to sit on the board for the ensuing term. The portion of the membership of the Association which comprises the active at-large members shall be entitled to have one director on the board provided that the number of active at-large members is equal to or greater than the number of active members of any Provincial affiliate. Notwithstanding the foregoing, the board may, upon unanimous consent, allow for the appointment of further directors from amongst the active at-large constituency, but in no case shall the number of directors from the active at-large constituency exceed that calculated by the formula set forth in Article 4.10(i), mutatis mutandis. Every director from the members at-large constituency shall be affiliated and shall caucus with the region of which he is a resident.

4.11 Votes to Govern

- (i) Except as may be otherwise expressly provided in this by-law, at all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The Chair does not have the right to vote except when there is a tie vote, in which case the Chair shall break the tie by casting the deciding vote.
- (ii) Voting by proxy shall not be permitted at any meeting of the Executive Committee or Board of Directors.

4.12 Interest of Directors in Contracts

No director shall be disqualified by his office from contracting with the Association nor shall any contract or arrangement entered into by or on behalf of the Association with any director or in which any director is in any way interested be liable to be avoided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Association or any of its members for any profit realized by any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

4.13 Declaration of Interest

It shall be the duty of every director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

ARTICLE FIVE OFFICERS

5.01 General

The Association shall have and recognize the following officers:

- * the Chairman of the board
- * the Chief Salaried Officer (known as the President)
- * the Chairman-Elect of the board
- * three Regional Vice-Chairman of the board
- * the Secretary-Treasurer (who shall be the Immediate Past-Chairman).

5.02 Chief Salaried Officer

The Chief Salaried Officer shall serve as President of the Association. He shall be appointed by the board to hold office for such period, with such title and upon such terms as may be agreed upon. The Chief Salaried Officer shall devote his time and efforts to organizing and promoting the objects of the Association and to extending its membership and influence and shall liaise regularly and directly with the Provincial affiliate presidents and staff and shall maintain liaison with other national and international allied trade and industry associations and organizations. Under the direction of the board, the Chief Salaried Officer shall provide general supervision of the affairs of the Association, including financial and general administration, direction and control of the staff and recommendations regarding Association programs. The Chief Salaried Officer shall have the right to attend all board meetings as well as all Executive Committee meetings and all other

committee meetings. In the event that the Chief Salaried Officer is appointed from amongst the members of the board, he shall forthwith resign as director and shall thereby relinquish all voting privileges associated therewith.

5.03 Chairman-Elect

At the board meeting immediately preceding the Annual General Meeting, the board shall appoint from amongst its numbers a Chairman-Elect who shall normally hold office as such for a period of one (1) year from the date of the Annual General Meeting immediately following his appointment or for a period as determined by the Board. A person shall be eligible for appointment to the office of Chairman-Elect if he is a Regional Vice-Chairman of the Association in respect of the current year, if such a person is available. If a Regional Vice-Chairman is not available for such appointment, the Board may appoint a Chairman-Elect from amongst the remaining members of the Board or, by resolution, extend the term of the incumbent Chairman-Elect by one (1) year. Following his term as Chairman-elect, the incumbent Chairman-Elect shall succeed to the office of Chairman. In cases where the Chairman is unable or unwilling to act, the Chairman-Elect shall exercise all powers incidental to the Chairman's office such as chairing the Executive Committee and establishing whatever committees are or were approved by the Chairman, the Executive Committee or the board.

5.04 Chairman

At each Annual General Meeting, or upon the completion of the predecessor Chairman's term of office, whichever event shall first occur, the incumbent Chairman-Elect shall become Chairman and shall normally hold office for a period of one (1) year or for a period as determined by the Board. In the event that the Chairman-Elect's position is vacant or cannot be filled for the forthcoming year, the board may, by resolution, extend the said term of Chairman or, in the alternative may, by resolution, appoint a Chairman from amongst the remaining members of the board to hold office for the ensuing term. The Chairman shall exercise all of the powers incidental to his position and shall preside at all General Meetings of the members of the Association and at all meetings of the board and of the Executive Committee. The Chairman shall also have general supervision over all of the affairs of the Association and may appoint committees and be an ex officio member of all committees. Upon his appointment, the Chairman shall become an ex officio member of the board and shall not thereby represent any zone, province, region or class of membership. As such, there shall be a deemed vacancy on the board which shall be filled in the manner prescribed in Article 4.06.

5.05 Regional Vice-Chairman

At the board meeting immediately preceding the Annual

General Meeting, the board shall appoint from amongst its numbers three (3) Regional Vice-Chairmen each of whom shall have been nominated for appointment as such by the directors from his region provided that directors eligible for such nomination shall include directors from the members at-large constituency. No person shall be eligible for appointment as Regional Vice-Chairman unless he is a director who either has one year remaining in his term as director or has been appointed as a director for the immediately succeeding year. Each Regional Vice-Chairman shall hold office for a term of one (1) year from the date of the Annual General Meeting of the Association following his appointment as such subject to Articles, 5.03, 5.04, 5.06. No person shall hold the office of Regional Vice-Chairman beyond three (3) terms.

Regional Vice-Chairman shall be members of the Executive Committee and shall represent the views and concerns of their respective regions at the Executive Committee. Regional Vice-Chairmen shall also serve to communicate the decisions of the Executive Committee to the elected heads of the Provincial affiliates within their region and shall communicate and promote the national interests of the Association to all Provincial affiliates and members at-large within their region.

5.05.1 Regional Vice-Chairman Appointed As Chairman-Elect

Notwithstanding any other provision in these By-Laws, where the board, pursuant to Article 5.03, appoints a Chairman-Elect who is, at the time of such appointment, one of the Regional Vice-Chairmen appointed as such pursuant to Article 5.05, the Provincial association which originally nominated the newly-appointed Chairman-Elect for the office of director on the board shall have the right, at its sole option, to fill the vacancy on the board created by the ascension of the relevant Regional Vice-Chairman to the office of Chairman-Elect with another person of its choosing, and which person shall, as a director, have voting rights as such in the normal course. Where the relevant Provincial affiliate opts to fill such vacancy on the board as aforesaid, the newly-appointed Chairman-Elect shall have no voting ability as a director on the board. Moreover, where the relevant Provincial affiliate opts to fill such vacancy on the board as aforesaid, the relevant Provincial affiliate shall be solely responsible for all expenses incurred by the new director and the newly-appointed Chairman-Elect, other than expenses related directly to special Executive Committee meetings not tied in with national conferences and mid-year meetings. Where the relevant Provincial affiliate opts not to fill such vacancy on the board as aforesaid, the newly-appointed Chairman-Elect shall retain voting rights as a director, and shall represent the views and concerns of his respective Provincial affiliate.

5.06 Secretary-Treasurer

The Secretary-Treasurer shall be the Immediate Past-Chairman. The Secretary-Treasurer shall cause to be kept such reports as are required by law and may be decided upon by the board and shall perform such duties as may be assigned to him by the board and shall cause to be prepared the budgets, financial reports, quarterly statements and annual financial audits of the Association. The Secretary-Treasurer shall report on the year-end financial position at the Annual General Meeting. The Secretary-Treasurer shall also effect liaison between the Executive Committee and the Chief Salaried Officer on financial matters; and shall participate in managing the Association by attending all Executive Committee and board meetings. He shall perform all regular duties of the Association secretary and assume other special responsibilities as delegated by the Chairman. The Secretary-Treasurer shall normally serve for a period of one year from the date of the Annual General Meeting of the Association immediately following his appointment or for such a period as determined by the Board.

5.07 Variation of Duties

From time to time, the board may vary, add to or limit the powers and duties of any officer.

5.08 Miscellaneous

- (i) Except as may otherwise be provided herein, every officer of the Association shall hold office until his successor is appointed or elected, except that the term of office of any officer who is a director shall expire if and when he shall cease to be a director. Vacancies, except as may otherwise be provided herein, shall be filled for the unexpired term by appointment by the board.
- (ii) Any officer or other employee of the Association shall, if requested by the board, furnish such bond or bonds as the board may require, the cost of which shall be paid by the Association.

**ARTICLE SIX
EXECUTIVE COMMITTEE**

6.01 Composition of Committee

The Executive Committee shall consist of the Chief Salaried Officer, the Chairman, the Chairman-Elect, the three Regional Vice-Chairmen and the Immediate Past Chairman (Secretary-Treasurer). The Executive Committee shall assist the board in administering and managing the affairs of the Association.

6.02 Powers and Duties

The powers and duties of the Executive Committee shall include directing and advising the Chief Salaried Officer (through the Chairman), reviewing the performance of all committees, ensuring that funds are effectively utilized towards achievement of Association objectives, approving all briefs prior to presentation to governments, setting of staff compensation, approving changes in staff other than the Chief Salaried Officer, reviewing all aspects of the Association's insurance programs, reviewing the Secretary-Treasurer's budgets, approving the quarterly accounts, ensuring prompt collection of dues, and supervising Association property management and such other problems and duties as the board may determine by resolution. The Executive Committee shall report to and shall be responsible to the board.

6.03 Chief Salaried Officer

The Chief Salaried Officer shall be a non-voting member of the Executive Committee, and Board of Directors.

6.04 Vacancies

In the event that a vacancy should occur amongst the members of the Executive Committee and subject to any other provisions contained in this by-law, the remaining members of the Executive Committee shall have the right to appoint a director from the board to fill such vacant office for the unexpired term.

**ARTICLE SEVEN
REMUNERATION**

- 7.01** The directors, officers (other than the Chief Salaried Officer) and committee members shall receive no remuneration, either directly or indirectly, for acting as such and shall not receive either directly or indirectly, any profit from their office. Notwithstanding the foregoing, the board may provide for the reasonable expenses incurred, on behalf of the Association, of the directors, officers,

and employees of the Association. Committee members may be remunerated for travel and meeting costs incurred by them on behalf of the Association.

ARTICLE EIGHT PROTECTION OF DIRECTORS AND OFFICERS

8.01 Limitation of Liability

No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.

8.02 Indemnity

Every director and officer of the Association and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the association from and against:

- (a) All costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association;

Except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

8.03 Insurance

The Association shall purchase and maintain insurance to cover the indemnification set out herewith, as well as travel insurance for Directors and staff.

ARTICLE NINE MEMBERS AND MEMBERSHIP

9.01 Members

Membership in the Association shall consist of such persons, firms, partnerships, associations, corporations and organizations (whether incorporated or not) as are admitted as members by the board. More particularly, membership shall be limited to those persons, firms, partnerships, associations, corporations, organizations (whether incorporated or not) who demonstrate ethical business practices and who have not been adjudged incompetent.

9.02 Classes

There shall be four (4) classes of membership in the Association:

- * active members
- * life members
- * honorary members
- * associate members

9.03 Active Members

- (i) There shall be two groups of active members, identified as:
 - (a) "active regular members"; and
 - (b) "active at-large members".
- (ii) Active regular members shall consist of those mechanical contractors who:
 - (a) are registered members in good standing, in any manner, of a Provincial association, zone or organization that is a Provincial affiliate of the Association; or
 - (b) in the opinion of the board, contribute in a substantial financial manner to a zone or Provincial association or organization that is a Provincial affiliate of the Association.
- (iii) Each Provincial affiliate shall provide on an annual basis or forthwith upon written request at any time by the board of directors of the Association current updated lists of its members and its financial

contributors, in a manner prescribed by the board. The Association or its designate shall have the right, upon reasonable notice, to audit membership or contributor listings of Provincial affiliates and zones.

- (iv) Active at-large members shall consist of those mechanical contractors who meet all the criteria contained in this by-law and who are not permitted, for any reason, to join or become members in local, zone or Provincial affiliate associations of the Association. In such event, active at-large applicants may apply directly to the board for acceptance as active at-large members. Where there is no recognized Provincial affiliate in a province or territory, applicants who may otherwise qualify for active at-large membership may also apply directly to the board for membership.

Where there exists a provincial affiliate association of the Association in a province or territory, active at large applicants are permitted to apply directly to the board only if such permission is granted by the recognized Provincial affiliate.

9.04 Life Members

The board may confer the designation of life membership on any member in good standing of the Association who or which, in the opinion of the board, has made significant contribution to the work of the Association.

9.05 Honorary Members

The board may confer the designation of honorary membership on any person, firm, partnership, association, corporation or organization (whether incorporated or not) who or which, in the opinion of the board, is deserving of such designation.

9.06 Associate Members

Associate members may consist of those persons, firms, partnerships, corporations or organizations (whether incorporated or not) who are not mechanical contractors but who, in the opinion of the board, have an appropriate relationship to the mechanical contracting industry and who are otherwise acceptable to the board for membership in the Association.

9.07 Voting Class/Entitlement to Hold Office

Except as otherwise provided in this By-Law, no person, firm, partnership, association, corporation or organization (whether incorporated or not) who is not an active member or a constituent thereof shall be entitled to vote at any meetings or in any proceedings of the Association. Only active members, or their constituent members, shall be entitled to hold office in the Association. Notwithstanding the above, no more than one constituent of any firm,

partnerships, association, corporations or organization (whether incorporated or not) shall be entitled to vote at any meeting or proceeding or hold office at any one time. Neither a life member nor an honorary member shall be entitled to vote on any matter, or to hold office in any capacity in the Association and shall not be required to pay dues. A life member or an honorary member shall receive suitable recognition of membership. Honorary members and life members shall be entitled to attend the general meetings of the Association, and/or may be invited to any other meeting of the Association or any committee thereof, at the discretion of the board. A constituent of an associate member shall be entitled to attend the general meetings of the Association or any committee thereof and shall have the right to chair and to serve on committees or advisory bodies, serve on the Board of Directors as a voting member but shall not hold elected office in the Association nor vote at the Annual General Meeting. An Association member who is representative of the Association's service contractor constituency, shall be entitled to attend the general meetings of the Association or any committee thereof and shall have the right to chair and to serve on committees or advisory bodies and serve on the Board of Directors as a voting member.

9.08 Disqualification and Resignation of Members

- (i) The board may, upon proper notice and by way of appropriate resolution, disqualify or suspend any member found by the board to be in breach of this or any other by-laws of the Association. Without limiting the generality of the foregoing, a member shall cease to be and enjoy the rights of being a member in the event that any dues, assessments or other charges are not tendered in a timely manner. No former member may apply to rejoin the Association until such time as it has brought all of its accounts with the Association into good standing.
- (ii) A member may resign upon proper notice to the board and such notice shall become effective at the end of the Association's fiscal year in which the resignation is received by the board or at such earlier termination date as the board may decide. The obligation to pay dues or other charges which have accrued and are unpaid shall survive the resignation of a member.
- (iii) The provisions above regarding disqualification, suspension and resignation shall apply to the Provincial affiliates, mutatis mutandis.

9.09 Membership Fees and Assessments

- (i) The annual fees and schedules of payments for all categories of members shall be determined by resolution of the board at the semi-annual meeting of the board. With the exception of those active members who are part of a Provincial affiliate, all fees shall be

levied directly by the Association.

- (ii) Each Provincial affiliate shall pay fees to the Association on behalf and in respect of its respective active regular members. All fees are due and payable to the Association in monthly instalments, without interest.
- (iii) Active at-large members shall pay fees directly to the Association; such fees shall be comparable to the fees levied in respect of active regular members, on an individual basis.
- (iv) A constituent of an associate member shall pay dues as determined from time to time by the board. Associate members shall pay fees directly to the Association.
- (v) The annual fees payable by each Provincial affiliate in respect of active regular members shall be determined by the Board of Directors (eg: number of reported manhours worked of each member).
- (vi) The Association shall be notified in writing, including particulars thereof, concerning any new active regular members of the Provincial affiliate.

9.10 Meetings of Members

- (i) The Annual General Meeting of the Members of the Association shall be held on such date and at such hour and place as may be determined by resolution of the board provided that in any event, said meeting shall be held not later than the thirty-first of December in each year.
- (ii) Twenty-five (25) active members present in person shall constitute a quorum at all General Meetings of the Association. If, at the commencement of any such General Meeting, there shall be less than a quorum present, the person presiding thereat, following the elapse of thirty (30) minutes, shall adjourn the meeting and a new meeting shall be called.
- (iii) A Special General Meeting of the Members of the Association may be called by the board upon resolution duly passed.

9.11 Notice of Meetings

Written notice of each General Meeting of the Members of the Association, giving the date, hour and place thereof, shall be mailed by first class post to each member at his address as it appears on the books of the Association at least thirty (30) days prior to the holding of the said meeting. Such notice shall contain mention of the business which is to be transacted at said meeting. Such meetings shall be held at the head office of the Association or elsewhere in Canada or, if the board so determines, at someplace outside

Canada. Notice of a Special General Meeting shall contain the purpose for which the particular meeting is being called.

9.12 Business to be transacted

The business to be transacted at all Annual General Meetings of the Association shall include:

- (a) the submission of the reports of the Chairman, Secretary-Treasurer, the Auditors and of the financial statements of the Association;
- (b) the appointment of Auditors;
- (c) the approval of the action of the board during the preceding year.

9.13 Meetings-Miscellaneous

- (i) The Chairman shall preside at all General Meetings of the Members of the Association. Should he be unable or unwilling to preside at any such meeting, he shall be replaced by the Chairman-Elect or one of the other regional Vice-Chairmen. In the event that all of the above are unable or unwilling to preside at any given meeting, such meeting shall be presided over by a chairman to be chosen by and from amongst the other members of the board there present.
- (ii) At all General Meetings, all questions shall be decided by a majority vote and in the event of an equality of votes on any given issue, a deciding vote shall be cast by the person presiding at such meeting. All voting shall be by show of hands unless a ballot is demanded.

ARTICLE TEN BORROWING

10.01 General

The board may, from time to time:

- (i) borrow money upon the credit of the Association;
- (ii) limit or increase the amount to be borrowed for any approved purpose;
- (iii) mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertakings and right of the Association to secure any money borrowed or any other liability of the Association.

10.02 Delegation

- (i) The board may, from time to time, authorize any director or directors, officer or officers, employee or

employees of the Association or other person or persons to make arrangements with reference to the money borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Association as the board may authorize, and, generally, to manage, transact and settle the borrowing of money by the Association and approved by the members.

- (ii) The board may, from time to time, authorize any director or directors, officer or officers, employee or employees of the Association or other person or persons, to sign, execute and give on behalf of the Association, all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments, and the same and all renewals thereof or substitutes therefor so signed shall be binding upon the Association.

10.03 Restriction

Nothing contained in this Article shall be or shall be deemed to be in supplement of, or in substitution for, any powers to borrow money, for the purposes of the Association possessed by its board independently of a borrowing by-law.

ARTICLE ELEVEN COMMITTEES AND TASK FORCES

- 11.01 (i) The board may appoint such committees and task forces as it deems necessary to carry out the business for which the Association is incorporated, provided that in each case, the Chairman shall be an ex-officio member of each committee or task force. Every committee and task force shall be responsible to and shall submit minutes of its meetings to the board from time to time on such matters as are assigned to it. Committee and task force members shall be appointed for terms of one (1) year or such lesser time as is required for

the completion of the work of the committee or task force. A maximum of three (3) consecutive terms of one (1) year each may be served on any one committee or task force by any one individual. Any such committee may formulate its own rules of procedure, subject to such regulation or directions as the board may from time to time make.

- (ii) If, following a two thirds (2/3) vote of the board at a meeting of the board, a resolution is passed expressing lack of confidence in a committee or task force member, such member shall resign forthwith from the committee or task force.

ARTICLE TWELVE AMENDMENTS TO BY-LAWS

12.01 General

Amendments to the by-laws of the Association shall be made only at an Annual or Special General Meeting of the Association by a two-thirds (2/3) vote of members entitled to vote. Proposed amendments shall be received by the Chief Salaried Officer of the Association at least sixty (60) days prior to the date of the Annual or Special General Meeting. The Chief Salaried Officer shall mail a copy of all proposed amendments to all Active members and Provincial affiliate offices along with the notice of the Annual or Special General Meeting.

12.02 Approval of Amendments

Any amendments to the by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs for Canada has been obtained.

ARTICLE THIRTEEN DISSOLUTION OF THE ASSOCIATION

13.01 Upon the dissolution of the Association, any assets remaining following the payment and satisfaction of the debts and liabilities of the Association shall be transferred to an organization or organizations having cognate or similar objects.