



## BYLAWS

### Part 1~~Part 1~~ - Interpretation

#### 1.1 In the Constitution and the Bylaws:

- (a) "Act" means the Societies Act, and "Regulations" means any regulations enacted pursuant to the Act,
- (b) "Address of the Association" means the address of the Association as filed from time to time with the Registrar,
- (c) "AGM" means an annual general meeting,
- (d) "Association" means Mechanical Contractors Association of British Columbia,
- (e) "Board" or "Board of Directors" means the Directors acting as authorized by the Constitution and these Bylaws in managing or supervising the management of the affairs of the Association and exercising the powers of the Association,
- (f) "Board Resolution" means:
  - (i) a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting, or
  - (ii) a resolution that has been submitted to all Directors and consented to in writing by a simple majority of the Directors who would have been entitled to vote on the resolution in person at a meeting of the Board, and such a resolution may be in two or more counter-parts,
- (g) "Bylaws" means the Bylaws of the Association as filed with the Registrar,
- (h) "Constitution" means the Constitution of the Association as filed with the Registrar,
- (i) "Directors" means those persons who have become Directors in accordance with these Bylaws and who have not ceased to be Directors, and "a Director" means any one of them,
- (j) "general meeting" includes an AGM and a special general meeting,
- (k) "Mechanical Contracting" and "Mechanical Contractor" have the meaning given to them by the Board,
- (l) "Members" means the applicants for incorporation of the Association and those persons who have subsequently become Members in accordance with these Bylaws and, in either case, have not ceased to be Members, and "a Member" means any one of them,

(m) "Ordinary Resolution" means:

- (i) a resolution passed at a general meeting by the Voting Members by a simple majority of the votes cast in person or by proxy, or
- (ii) a resolution that has been submitted to the Voting Members and consented to in writing by 75% of the Voting Members who would have been entitled to vote on the resolution in person at a general meeting of the Association, and a resolution so consented to is deemed to be an Ordinary Resolution passed at a general meeting of the Association, and such a resolution may be in two or more counterparts,

(n) "Primary Contact" means a person ~~who is~~ appointed in writing as ~~the~~an authorized representative of a ~~member~~Member that is a corporation, partnership, association, or institution, ~~to:~~

(i) represent and exercise the Member's membership rights under these Bylaws, the Act, and the Regulations; or

(ii) serve as a Director pursuant to these Bylaws.

and for greater certainty a Member may but is not required to have separate Primary Contacts for the purposes of paragraph (i) and paragraph (ii). When used in Parts 2, 4, and 5 of these Bylaws, "Primary Contact" has the meaning in paragraph (i). When used in Part 6 of these Bylaws, "Primary Contact" has the meaning in paragraph (ii).

(o) "Registrar" means the Registrar of Companies of the Province of British Columbia,

(p) "Special Resolution" means:

- (i) A resolution passed at a general meeting by at least 2/3 of the votes cast by the Voting Members, whether cast in person or by proxy, or
- (ii) A resolution consented to in writing by all the Voting Members, and such a resolution may be in two or more counter-parts,

(q) "Senior Manager" has the meaning given to it by section 61 of the Act,

(r) "Voting Member" has the meaning given to it by Bylaw 5.7 (1),

(s) "written" means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, and other electronic means,

(t) the singular includes the plural and vice versa, and

(u) persons include corporations and associations.

**1.2** ~~4)(1)~~1)(1) The definitions in the Act on the date the Bylaws become effective apply to the Constitution and Bylaws.

~~2)(2)~~2)(2) if there is a conflict between the Bylaws and the Act or the Regulations, the Act or the Regulations, as the case may be, prevail.

**1.3** The Association must on request provide a Member a copy of the current Constitution and Bylaws, without charge.

- 1.4 The Constitution and Bylaws can only be altered by Special Resolution, and a Special Resolution does not take effect until filed with the Registrar.
- 1.5 The Association must not distribute any of its money or other property except as permitted by the Act.
- 1.6 The activities and purposes of the Association must be carried on without purpose of gain for its Members, and any income, profits or other accretions must be used to promote the purposes of the Association.
- 1.7 In the event of the winding-up or dissolution of the Association, all the assets of the Association remaining after the payment or satisfaction of its liabilities, including the remuneration (if any) of a liquidator, payment to employees of the Association of any arrears of salaries or wages, and payment of any debts of the Association, must be given to organizations that are registered charities as described in the Income Tax Act (Canada) and that:
  - (a) have purposes similar to those of the Association, and
  - (b) are designated by the Members of the Association at the time of winding-up or dissolution.

#### **Part 2Part 2 - Membership**

- 2.1 ~~1)~~(1) There are six categories of ~~member~~Member: Contractor, Affiliate, Associate, Professional, Honourary Life, and Student.
  - ~~2)~~(2) A Contractor Member must be a Mechanical Contractor.
  - ~~3)~~(3) An Affiliate Member is one or both of:
    - (a) a sub-contractor to Mechanical Contractors,
    - (b) an install/service contractor of an affiliated trade.
  - ~~4)~~(4) An Associate Member is a supplier of products and services to the Mechanical Contracting industry.
  - ~~5)~~(5) A Professional Member provides services to the Mechanical Contracting Industry.
  - ~~6)~~(6) An Honourary Life Member is an individual who:
    - (a) has retired from Mechanical Contracting, and
    - (b) has made an outstanding contribution to the Association, Mechanical Contracting, or both.
  - ~~7)~~(7) A Student Member is a person who is or was within the last year enrolled in a course of studies leading towards employment in Mechanical Contracting~~7.2~~.
- 2.2 An application for membership must:
  - (a) be made to the Board, in writing, and in a form approved by the Board,
  - (b) be approved by the Board, which in its sole discretion may approve, postpone, or refuse an application, and determine the category (if any) that an applicant is eligible for,

- (c) include the name, address, telephone number, and e-mail address of the applicant,
- (d) in the case of an applicant that is a corporation, association, partnership, or institution, appoint a Primary Contact, who is for all purposes the authorized representative of the ~~member~~Member,
- (e) include annual membership dues and any application fee that is payable, and
- (f) provide such other information as is required by the Board.

**2.3** ~~4)1)~~ The amounts of application fees and annual membership dues for Members of each category, and the date by which they must be paid, must be determined by the Board. Honourary Life Members and Student Members are exempt from paying annual membership dues.

~~2)2)~~ An application for membership received after notice of a general meeting has been given must be postponed until after that meeting.

**2.4** ~~4)1)~~ A membership is not transferable.

~~2)2)~~ A membership must be renewed annually, by or before a date set by the Board.

~~3)3)~~ The Association must send a membership renewal notice to each Member a reasonable time before the date on which membership must be renewed.

~~4)4)~~ Except where determined by the Act or the Bylaws, the privileges and responsibilities of Members of each category must be determined by Board Resolution.

**2.5** ~~4)1)~~ Every Member and Director must uphold the Constitution, and must comply with:

- (a) the Act,
- (b) the Bylaws,
- (c) any rules, regulations and policies made by the Association, and
- (d) any rules of order governing the conduct of general meetings and of meetings of the Board.

~~2)2)~~ A Member must advance and must not hinder the purposes, aims and objects of the Association.

**2.6** A Member ceases to be a Member:

- (a) 45 days after becoming not in good standing,
- (b) on delivering a written resignation to the Association,
- (c) on death, or in the case of a ~~member~~Member that is incorporated, on dissolution or winding-up,
- (d) in the case of a Contractor, Associate, Affiliate or Professional Member, upon ceasing to be qualified to be such a ~~member~~Member, or
- (e) being expelled.

2.7 A Member becomes a Member not in good standing on failing to pay:

- (a) annual membership dues by the date set by the Board, or
- (b) a debt due and owing to the Association.

2.8 ~~1)1)~~ The Board may suspend, discipline or expel a Member for conduct substantively detrimental to the Association by a vote of which not fewer than two-thirds of the Directors then in office are in favour.

~~2)2)~~ A Member who is the subject of a Board Resolution to suspend, discipline or expel the Member must be given:

- (a) reasonable notice of the meeting at which the resolution will be considered, and
- (b) an opportunity to be heard at the meeting before the resolution is voted upon. ~~Part 3~~

### Part 3 - Meetings of Members

### ~~Part 3 - Meetings of Members~~

3.1 ~~1)1)~~ General meetings must be held at the time and place, in accordance with the Act and the Bylaws, that the Board determines.

~~2)2)~~ An AGM must be held at least once in every calendar year.

~~3)3)~~ Every general meeting, other than an AGM, is a special general meeting.

3.2 ~~1)1)~~ The Board may when it thinks fit convene a special general meeting.

~~2)2)~~ The Members may requisition a general meeting pursuant to section 75 of the Act, and may submit a proposal for consideration by the Association at a general meeting pursuant to section 81 of the Act.

### Part 4~~Part 4~~ - Notice to Members

4.1 ~~1)1)~~ Notice of a general meeting must:

- (a) specify the place, day and hour of meeting,
- (b) in the case of a meeting to be held by electronic means, specify how ~~members~~Members may participate in the meeting,
- (c) include the text of any Special Resolution to be proposed at the meeting,
- (d) state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business, and
- (e) be sent to all Members not fewer than 14 days but not greater than 60 days before the meeting.

~~2)2)~~ The accidental omission to send notice of a general meeting to a Member, or the non-receipt of notice by a Member, does not invalidate any proceedings at that meeting.

- 4.2 ~~1)~~1) Notice of a general meeting must be given to:
- (a) every Member shown on the register of Members on the day notice is given, and
  - (b) the auditor, if any.
- ~~2)~~2) No other person is entitled to receive a notice of general meeting.
- 4.3 A notice may be given to a Member either personally, by mail, by e-mail or by other electronic means to the Member at the Member's address or e-mail address, as shown in the register of Members.
- 4.4 ~~1)~~1) A notice sent by mail from the Association's office is deemed to have been received two days after being mailed.
- ~~2)~~2) A notice sent by e-mail or other electronic means is deemed to have been received 24 hours after being sent.
- 4.5 A Member must promptly and in writing notify the Association of any change in the Member's name, address, e-mail address, Primary Contact, or telephone number.

**Part 5Part 5 - Proceedings at General Meetings**

- 5.1 ~~1)~~1) The business at an AGM is:
- (a) to elect a chair, if required,
  - (b) to determine that there is quorum,
  - (c) to adopt rules of order,
  - (d) to approve the agenda,
  - (e) to consider the minutes of the last AGM and any intervening general meetings,
  - (f) to consider the report of the Board on its activities and decisions since the last AGM,
  - (g) to receive the financial statements for the previous financial year, and the auditor's report (if any) on them,
  - (h) to appoint an auditor, if required,
  - (i) to elect Directors,
  - (j) business arising out the financial statements, the auditor's report, the report of the Board, or which under the Bylaws or any statute ought to be transacted at an AGM, and any matter about which notice has been given in the notice of the meeting,
  - (k) Special Resolutions, if any, of which notice has been given as required by the Act and the Bylaws,
  - (l) any Members' proposals pursuant to section 81 of the Act, and
  - (m) to adjourn.

~~2)2)~~ The financial statements presented to an AGM must comply with the Act.

~~3)3)~~ The business at a special general meeting is limited to:

- (a) adopting rules of order,
- (b) that set out in a requisition pursuant to bylaw 3.2, if applicable, and
- (c) that determined by the Board pursuant to bylaw 3.2.

**5.2** ~~4)1)~~ Quorum at a general meeting is 10% of the Voting Members, but not fewer than three of them, present at all times in person, by proxy, and pursuant to bylaw 5.2 ~~(4)~~.

~~2)2)~~ Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time unless a quorum of Voting Members is present.

~~3)3)~~ If at any time during a general meeting there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

~~4)4)~~ A person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other. The Association is not obligated to take any action to facilitate the use of any communications medium at a general meeting.

**5.3** If within 30 minutes from the time set for holding a general meeting a quorum of Voting Members is not present:

- (a) in the case of a meeting convened on a requisition of Members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to a time and place determined by the Board but not more than 14 days later, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time set for meeting, the Voting Members who are present constitute a quorum for that meeting.

**5.4** ~~4)1)~~ A general meeting can only be adjourned by Ordinary Resolution.

~~2)2)~~ A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

~~3)3)~~ When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.

~~4)4)~~ Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

**5.5** ~~4)1)~~ Subject to a Board Resolution appointing another person, the Chair must chair each general meeting.

~~2)2)~~ If the Chair or a person appointed as chair is not present within 15 minutes after the time set for a meeting, or is unable or unwilling to act as chair, a Vice-Chair chosen by the Board must be chair.

~~3)3)~~ If neither the Chair nor a Vice-Chair is present within 15 minutes after the time set for a meeting, or none of them is able or willing to act as chair, the Voting Members present may elect an individual who is present to be chair.

**5.6** ~~4)1)~~ In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a Member, and the resolution fails.

~~2)2)~~ A resolution proposed at a general meeting must be seconded, and the chair must not move or propose a resolution.

**5.7** ~~4)1)~~ Each Contractor and each Affiliate Member that is in good standing is a Voting Member, and has the right to one vote at a general meeting.

~~2)2)~~ A Voting Member may vote by its Primary Contact, who is entitled to speak and vote, and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes with respect to a general meeting.

~~3)3)~~ A question, resolution, or motion arising at a general meeting must be decided by Ordinary Resolution, unless it must pursuant to the Act or Bylaws be decided by Special Resolution, or is another resolution having a higher voting threshold than that of an Ordinary Resolution.

~~4)4)~~ Voting must be by show of hands or similar means, except when a secret ballot is required by:

- (a) the Bylaws or Act,
- (b) ruling of the chair, or
- (c) Ordinary Resolution, voting on which must be by show of hands.

~~5)5)~~ The chair of a meeting must announce the outcome of each vote, which must be recorded in the minutes of the meeting.

~~6)6)~~ All Members have the right to notice of, to attend and to speak at general meetings. A Voting Member who is not in good standing cannot vote.

**5.8** ~~4)1)~~ Proxy voting is permitted.

~~2)2)~~ A Voting Member may appoint another such Member to act and vote as the Voting Member's proxy at a general meeting.

~~3)3)~~ A Member must not hold more than five proxies.

~~4)4)~~ The instrument appointing a proxy must be in the following form, or in any other form that the Board approves:

I, \_\_\_\_\_, of \_\_\_\_\_, hereby  
Appoint \_\_\_\_\_, of \_\_\_\_\_, as my  
proxy to vote for me and on my behalf at the general meeting of Mechanical  
Contractors Association of British Columbia on the \_\_\_\_\_ day of \_\_\_\_\_, 20



\_\_\_\_\_, and at any adjournment thereof.

Signed at \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

~~5)5)~~ A proxy must be received not fewer than 15 minutes before the time set for the start of a general meeting.

~~6)6)~~ A proxy is only valid for the meeting for which the proxy is given, and any adjournment of that meeting.

**5.9** Subject to the Act and the Bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

### Part 6~~Part 6~~ - Board of Directors

**6.1** ~~1)1)~~ The Board must manage, or supervise the management of, the activities and internal affairs of the Association.

~~2)2)~~ The Board may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in general meeting, but subject to the provisions of:

- (a) all laws affecting the Association, and
- (b) these Bylaws and the Constitution.

**6.2** ~~1)1)~~ A Director must, when exercising the powers and performing the functions of a Director:

- (a) act honestly and in good faith with a view to the best interests of the Association,
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances,
- (c) act in accordance with the Act and Regulations, and
- (d) subject to paragraphs (a) to (c), act in accordance with the Bylaws.

~~2)2)~~ Without limiting subsection (1), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Association.

~~3)3)~~ This section is in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of Directors of a society.

~~4)4)~~ Nothing in a contract or the Bylaws relieves a Director from

- (a) the duty to act in accordance with this Act and the Regulations, or
- (b) liability that, by any enactment or rule of law or equity, would otherwise attach to the Director in respect of negligence, default, breach of duty or breach of trust of which the Director may be guilty in relation to the Association.

**6.3** ~~1)1)~~ There must be ~~eleven~~at least 10 and no more than 11 Directors, ~~including~~consisting of:

- (a) nine elected, at least one of whom must be an Associate Member or the Primary Contact of an Associate Member,
- (b) the Immediate Past-Chair, and
- (c) one appointed in writing by Mechanical Industrial Relations Association.

~~2)2)~~ Subject to bylaw ~~6.3~~ ~~(36.3(3))~~, a Director, and a candidate for election as a Director, must be a Contractor, Associate, or Affiliate Member that is in good standing, or the Primary Contact of such ~~a member~~ Members.

~~3)Not~~

~~3)~~ Notwithstanding bylaw 6.3(2):

- ~~(d)~~ not fewer than ~~two-thirds~~ eight of the Directors must be Contractor Members, Affiliate Members, or the Primary Contacts of such Members, or a combination of both; and
- ~~(e)~~ at all times, a majority of the Directors must be Contractor Members or the Primary Contacts of Contractor Members, or a combination of both.

~~4)4)~~ The Immediate Past-Chair is that person who most recently was but who no longer is Chair and, for greater certainty, if such person were elected or appointed as a Director pursuant to bylaw 6.3(1)(a) or (c), that person will only be counted as one Director and may only exercise the rights of one Director for all purposes under the Act and Bylaws, and if elected pursuant to bylaw 6.3(1)(a) that person will be counted as an elected Director for the purposes of Director elections under the Bylaws.

~~5)5)~~ A candidate for election as a Director must:

- ~~(i)~~ ~~(a)~~ be qualified to be a Director pursuant to the Act,
- ~~(i)~~ ~~(b)~~ be nominated by the Board or by five Voting Members, but in the latter case, the nomination must be received at the Address of the Association not fewer than 30 days before the AGM, and
- ~~(ii)~~ ~~(c)~~ consent to the nomination, in writing or in person.

~~6)A~~

~~6)~~ Subject to these Bylaws, the terms of Directors are as follows:

- ~~(a)~~ An elected Director under Bylaw 6.3(1)(a) has a ~~normal~~ term of office of two years, beginning at the adjournment of the AGM at which the Director is elected, and ending at the adjournment of the AGM two years later.
- ~~(b)~~ A Director who is the Immediate Past-Chair under Bylaw 6.3(1)(b) will serve for so long as they are the Immediate Past-Chair; and
- ~~(c)~~ A Director who is appointed under Bylaw 6.3(1)(c) will serve for an indefinite term.

~~7)7)~~ One-half of the elected Directors, or so nearly to one-half as is reasonably practicable, must be elected at the AGM, so that at the adjournment of the AGM:

- (a) one-half of the elect Directors, or so nearly to one-half as is reasonably practicable, have remaining terms of one year, and
- (b) one-half of the elect Directors, or so nearly to one-half as is reasonably practicable, have remaining terms of two years.

A Director may be elected to a term of one year so as to allow compliance with this bylaw.

~~8)~~ 8) At the AGM in 2020, and subsequent to filing of these ~~bylaws~~ Bylaws, all Directors cease to hold office, and:

- (a) four Directors must be elected for terms of one year, and
- (b) five Directors must be elected for terms of two years. A Director who ceases to hold office pursuant to this bylaw may be elected.

~~9)~~ 9) In an election of Directors, each Voting Member has a number of votes equal to the number of Directors to be elected, but must not cast more than one vote for a candidate.

~~10)~~ 10) Nominations from the floor at an AGM are prohibited, unless there are fewer nominees than positions to be filled.

~~11)~~ 11) An election must be by secret ballot, unless:

- (a) the Voting Members present unanimously agree that the election be by show of hands, or
- (b) the number of candidates is equal to or fewer than the number of vacancies, in which case the candidates must be declared to be elected, or
- (c) the election is conducted by electronic means, in which case the Board must appoint an impartial person to conduct the election, receive and count ballots, and report.

~~12)~~ 12) A Director may be re-elected.

**6.4** A Director ceases to be a Director on:

- (a) the end of the Director's term of office or appointment, unless the Director is re-elected or re-appointed,
- (b) resigning in writing,
- (c) being removed pursuant to bylaw **6.6**,
- (d) in the case of a Director who is the Primary Contact of a Member, on that Member ceasing to be in good standing,
- (e) in the case of a Director who ceases to be the Primary Contact of a Member, at the next following AGM,
- (f) death,
- (g) becoming incapable of performing the duties of a Director, or
- (h) failing to attend three consecutive meetings of the Board without the consent of the Board, which must not be unreasonably withheld.

- 6.5 No act or proceeding of the Board is invalid only by reason that there are fewer Directors in office than the number required by bylaw 6.3.
- 6.6 ~~1)~~1) The Voting Members may, by Special Resolution, remove a Director before the expiration of the Director's term of office.
- ~~2)~~2) The Board may, by a resolution of which 75% of the Directors then in office are in favour, remove a Director before the expiration of the Director's term of office.
- ~~3)~~3) Notwithstanding bylaws 6.3(1) and (2), the Director appointed by Mechanical Industrial Relations Association may be removed by Mechanical Industrial Relations Association, such removal to take effect on the later to occur of the (a) date on which the Society receives the written notice of removal and (b) effective date specified on the written notice of removal.
- 6.7 ~~The~~Subject to bylaw 6.8, the Board may appoint a Member who is qualified pursuant to bylaw 6.3, or the Primary Contact of such a Member, to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of ~~an~~ elected Director, or if fewer elected Directors are elected at the AGM than required. Such an appointment is for a term ending at the next following AGM.
- 6.8 1) The Mechanical Industrial Relations Association may in writing appoint a Member who is qualified pursuant to bylaw 6.3, or the Primary Contact of such a Member, to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director appointed by the Mechanical Industrial Relations Association.
- 2) A vacancy in the position of Immediate Past-Chair may not be filled and such position will remain vacant.
- 6.9 ~~6.8~~A Director and an elected officer must not be remunerated for being and acting as such, but may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of ~~the Society~~The Association.
- 6.10 ~~6.9~~The Association must pursuant to the Act:
- (a) Indemnify a Director or Senior Manager, or the representative of such a person, against all penalties to which the person or representative is or may be liable in respect of a legal proceeding or investigative action, and
  - (b) Pay the expenses actually and reasonably incurred by a Director or Senior Manager or the representative of such a person, in respect of a legal proceeding or investigative action.

### **Part 7Part 7 - Proceedings of the Board**

- 7.1 ~~1)~~1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- ~~2)~~2) Quorum at a meeting of the Board is a simple majority of the Directors then in office, but must not be fewer than three.
- ~~3)~~3) A meeting of the Board may be called by:
- (a) the Chair, or
  - (b) any five Directors, or

(c) Board Resolution.

~~4)~~4) Notice of a meeting of the Board is sufficient if properly addressed to every Director, and sent by Canada Post or using electronic means. Except where notice is waived by all Directors, notice of a meeting of the Board must be given at least 48 hours before the meeting.

~~5)~~5) The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at that meeting.

7.2 When a meeting of the Board is held immediately following the election or appointment of a Director or Directors, it is not necessary to give notice of the meeting to the new Directors for the meeting to be constituted, if a quorum is present.

7.3 A Director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

(a) no notice of meetings of the Board need be sent to that Director, and

(b) all meetings of the Board, notice of which have not been given to that Director are, if a quorum is present, deemed to be valid and effective.

7.4 ~~1)~~1) Except where otherwise required, a question arising at a meeting of the Board or a committee must be decided by a majority of votes.

~~2)~~2) A resolution proposed at a meeting of the Board or a committee need not be seconded, and the chair of such a meeting may move or propose a resolution.

~~3)~~3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a ~~member~~Member, and the motion or resolution is defeated.

7.5 ~~1)~~1) The Board may as it thinks fit delegate any, but not all, of its powers to a committee, and appoint the members and chair of the committee.

~~2)~~2) The Board must by resolution determine the names, chair, members, authority and responsibilities of a committee.

~~3)~~3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.

7.6 Subject to the Act and the Bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

**Part 8Part 8 - Officers**

8.1 ~~1)~~1) The Board must at its first meeting following ~~the~~each AGM elect from amongst the Directors :

(a) a Chair, who must be a Contractor Member or the Primary Contact of a Contractor Member;

(b) two Vice-Chairs~~;~~;

(c) a Secretary~~;~~ and

(d) a Treasurer,

who are the elected officers, and may elect or appoint such other officers as it deems necessary.

2) Each officer appointed or elected by the Directors will hold office for a one year term until the first meeting of the Board held after the next following AGM except for the Chair who will hold office for a two year term.

~~2)3)~~ The offices of Secretary and Treasurer may be held by a single person, titled the Secretary-Treasurer.

~~3)4)~~ The Board may:

- (a) dismiss an elected officer at any time, by a vote of which 75% of the Directors then in office are in favour, and elect another Director to take that person's place, and
- (b) elect a Director to take the place of an elected officer who has ceased to hold office for any reason.

~~4)5)~~ An elected officer ceases to be an elected officer on:

- (a) the expiration of their term pursuant to Bylaw 8.1(1).
- (b) ~~(a)~~ ceasing to be a Director,
- (c) ~~(b)~~ being dismissed pursuant to bylaw 8.1 ~~(34)~~(a), or
- (d) ~~(c)~~ resigning in writing.

**8.2** The Chair:

- (a) must supervise the other officers in the execution of their duties,
- (b) must, subject to a Board Resolution appointing another person, chair all meetings of the Board and all general meetings, and
- (c) has the powers and duties generally pertaining to the office of Chair, subject to Board Resolution.

**8.3** In the absence or inability of the Chair, a Vice-Chair chosen by the Board must perform the duties of the Chair.

**8.4** The Secretary is responsible for doing, or making the necessary arrangements for:

- (a) issuing notices and taking minutes of general meetings and Board meetings,
- (b) keeping the records and documents of the Association in accordance with the Act, including the register of Members,
- (c) conducting the correspondence of the Association, and
- (d) filing the annual report and making any other filings with the Registrar pursuant to the Act.

**8.5** In the absence of the Secretary from a meeting, the Board must appoint another individual to act as Secretary.

- 8.6 The Treasurer is responsible for doing, or making the necessary arrangements for:
- (a) receiving and banking all monies received by the Association,
  - (b) keeping accounting records in respect of the Association's financial transactions,
  - (c) preparing the Association's financial statements, and
  - (d) making the Association's filings with respect to taxes.
- 8.7 ~~4)1)~~ The Board may appoint a Chief Executive Officer, and determine the remuneration and terms and conditions of employment of that person.
- ~~2)2)~~ The Chief Executive Officer:
- (a) must be qualified pursuant to section 44 of the Act,
  - (b) is an appointed officer and a Senior Manager within the meaning of the Act,
  - (c) reports to the Board, and
  - (d) may receive notice of, attend, and speak at, but not vote at, Board meetings. ~~Part 9 - Borrowing and Investment~~

**Part 9 ~~Part 9~~ - Borrowing and Investment**

- 9.1 The ~~Society~~Association may by resolution of the Board borrow money, and issue bonds, debentures, notes or other evidence of debt obligations.
- 9.2 The Board may invest the funds of the ~~Society~~Association in such manner and in such securities, properties and investments as the Board in its absolute discretion deems in the best interests of the ~~Society~~Association.
- 9.3 ~~4)1)~~ A Director may without charge inspect a record of the Association that the Association is required to keep pursuant to section 20 of the Act.
- ~~2)2)~~ A Member may without charge inspect a record that the Association is required to keep pursuant to section 20 of the Act.
- ~~3)3)~~ The Board may by resolution restrict the Members' rights to inspect the register of Members, pursuant to section 25 of the Act.
- ~~4)4)~~ A Member cannot inspect any other record of the Association except if permitted to do so by Board Resolution.
- ~~5)5)~~ A person other than a Member or Director cannot inspect the records of the Association, except as required or permitted by Board Resolution, the Bylaws, the Act, or another statute.
- 9.4 The Board must determine, by Board Resolution, the:
- (a) financial year of the Association, and
  - (b) signing officers of the Association, and their authority to sign contracts, documents, and other written instruments, or specific contracts, documents, or written instruments.

**Part 10Part 10 - Auditor**

- 10.1** This Part applies only where the Association is required or has resolved to have an auditor.
- 10.2** At each AGM the Association may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor, including whether the auditor will perform an audit, a review engagement, or another form of review.
- 10.3** An auditor may be removed by Ordinary Resolution.
- 10.4** An auditor must be promptly informed in writing of appointment or removal.
- 10.5** The auditor may attend general meetings.
- 10.6** The Board must fill all vacancies arising in the office of auditor between AGMs.



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