

**AMENDED AND RESTATED
BY-LAW NUMBER 1**
being a by-law relating generally to the transaction
of the affairs of
MUNICIPAL ENGINEERS ASSOCIATION
As amended by Motion 2014-02 at the 2014 AGM

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DEFINITIONS AND BUSINESS OF THE CORPORATION

1.01 Definitions. In the By-Law and all other By-laws and Resolutions of the Corporation, unless the context otherwise requires, the following definitions shall apply:

- (a) "Act" means the Corporations Act (Ontario), R.S.O. C. 38, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to the provisions of this Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) "Association" means the Municipal Engineers Association;
- (c) "Board" or "Board of Directors" means the Board of Directors of the Corporation;
- (d) "By-Law" or "By-Laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect;
- (e) "Engineer In Training" – means someone who is a holder of an undergraduate (Bachelor's level) degree in engineering from a recognized Canadian university program accredited by the Canadian Engineering Accreditation Board of the Canadian Council of Professional Engineers or equivalent, who has not performed four (4) years of engineering work experience and who has not written and passed a professional practice examination on professional practice, ethics, engineering law and liability;
- (f) "Licence" – means a licence to engage in the practice of professional engineering issued under the PE Act;
- (g) "Officers" – means the President, one or more Vice-Presidents, a Secretary, a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer of the Corporation and such other officials as the Board may determine from time to time; and
- (h) "PE Act" – means the *Professional Engineers Act* (Ontario), R.S.O. 1990, C.P. 28, as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Corporation to the provisions of this Act shall be read as references to the substituted provisions thereof in the new statutes or statutes;

1.02 Head Office. Subject to change by special resolution, the head office of the Association shall be situated in the Town of Oakville, Province of Ontario, and at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Association may require.

1.03 Financial Year. The financial year of the Association shall terminate on August 31st in each year or on such day as the Board may, from time to time, by resolution determine.

1.04 Banking Arrangements. The banking business of the Association, or any part thereof, shall be transacted with such bank or banks or trust company or trust companies as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

1.05 Execution of Instruments. Contracts, documents or instruments in writing requiring the signature of the Association shall be signed by any two (2) officers of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Association. The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons to sign and deliver on behalf of the Association specific contracts, documents, and instruments in writing.

The term "contracts, documents and instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debenture or other securities and all paper writings.

SECTION TWO

MEMBERSHIP

2.01 Members. The membership shall consist of:

- (a) Subject to sub-section (b) hereof, the applicants of the incorporation of the Corporation and such other individuals who qualify for membership (as set out in 2.02 of these by-laws), and whose applications in writing for membership have received the approval of the Board.
- (b) Upon approval of these By-laws in a form substantially similar to the form approved by the Board of Directors, each member as of that date shall become a member of the Corporation in the class with the same description as that individual's membership in the predecessor association.

2.02 Qualification for Membership: There shall be five (5) classes of Members:

- (a) **Active Members:** an Active Member is an individual who is a holder of any of the licences under the PE Act who is in full-time employment with an Ontario Municipality and who is approved for Active Membership by a vote of the Board. Active Members shall be entitled to participate equally with the Life Members in any distribution of the property of the Association upon the dissolution of the Association.
- (b) **Associate Members:** There are four types of engineers who are eligible for becoming an Associate Member.
 - an individual who is an Engineer In Training and is in full-time employment with an Ontario municipality,

- an individual who is a holder of any of the licences under the P.E. Act and, is in full-time employment with a branch or agency of the Federal, Provincial or Municipal Governments or related municipal organizations representing interests of Ontario municipalities.
- an individual who is a holder of any of the licences under the P.E. Act and is in full time employment as a direct contract employee of an Ontario municipality.
- an individual who is a holder of any of the licences under the P.E. Act, is employed by a consulting engineering firm and is designated as the “named engineer” for an Ontario municipality.

Associate Membership must be approved by a vote of the Board. Associate Members shall not be entitled to participate in any distribution of the property of the Association upon the dissolution of the Association.

- (c) Life Members: a Life Member is an individual who is a former Active Member of the Association who has been retired by the municipality from active municipal employment that is approved for Life Membership by a vote of the Board. The criteria to be considered by the Board when considering admission to the Association as a Life Member shall include, but not be limited to, the individual's extensive service to the Association through its Board or committees of the Association and extensive service to the individual's municipality. Life Members shall be entitled to participate equally with the Active in any distribution of the property of the Association upon the dissolution of the Association.
- (d) Retired Members: a Retired Member is an individual who is a former Active Member of the Association who has been retired by the municipality from active municipal employment. Retired Members shall not be entitled to participate in any distribution of the property of the Association upon the dissolution of the Association.
- (e) Honorary Member: an individual who is approved for Honorary Membership by a vote of the Board. The criteria to be considered by the Board when considering his or her admission to the Association as an Honorary Member shall be if such a Member has made an outstanding contribution to the practice of engineering. If a Director's resolution subsequently admits a person as a Honorary Member such resolution will not be effective until confirmed by a vote of the Members at a general meeting of the Association. Honorary Members shall not be entitled to participate in the distribution of the property of the Association upon the dissolution of the Association.

2.03 Non-Transferability of Membership. Membership in the Association is not transferable or assignable.

2.04 Resignation. Any Member may withdraw from the Association at any time by giving written notice to that effect to the Secretary of the Association.

2.05 Termination of Membership. Membership in the Association is automatically terminated if:

- (a) the Member neglects or fails to pay any dues or fees payable by him or her within thirty (30) days after the date that the Secretary sends or causes to be sent a written demand for payment in accordance with the provisions of Section 3.02.
- (b) the member is an Active Member and ceases to be employed by an Ontario Municipality, after six (6) months of continual unemployment as a Municipal Engineer in Ontario.
- (c) the member is an Associate Member and ceases to be in full-time employment with a branch or agency of the Canadian Federal, Provincial or Municipal Governments or related municipal organizations representing interests of Ontario municipalities.

2.06 Removal of Member. Any Member may be removed at any time as a Member by resolution or a vote passed by at least three quarters of the majority of the Members of the Board for conduct, which in the sole opinion of the Board, endangers the welfare of the Association. Any such Member may reapply for Membership to the Association.

2.07 Rights of Members. The rights of the membership shall be as follows:

- (a) each Active Member and Life Member shall be entitled to notice of and to attend all meetings of Members of the Association and to have one (1) vote in accordance with Section 4.11 on all matters required to be put to the membership; and
- (b) each Associate Member, Retired Member and Honorary Member shall be entitled to notice of and to attend general meetings of the Members of the Association, but shall not be entitled to vote at such meetings.

SECTION THREE MEMBERSHIP DUES

3.01 Annual or Special Dues. The Board may from time to time fix schedules of annual or special dues or fees payable by the Active Members, Associate Members and Retired Members. The Treasurer of the Association from time to time shall notify or cause to be notified the Members of the dues or fees at any time payable by them.

3.02 Notice of Failure to Pay Annual or Special Dues. If any Member at any time neglects or fails to pay his annual or special dues for one (1) year after such dues are payable, the Treasurer shall notify the Members of the dues or fees at any time payable by them, and if any are not paid within thirty (30) days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation, but any such Members may on payment of all unpaid dues or fees be reinstated if approved by a majority vote of the Board.

- 3.03 Termination of Membership shall not Relieve Obligation to Pay Dues.** Termination of membership for any reason shall not relieve any Member of his obligations to pay any annual or special dues or fees then due or accruing due.

SECTION FOUR MEMBERSHIP MEETINGS

- 4.01 Place and Time of Meetings.** Meetings of Members shall be held at the head office of the Association or at such other place on such day and at such time and day as the Board may determine.
- 4.02 Annual Meeting.** There shall be an annual meeting of the Members of the Association and at every annual meeting of Members, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented to the Members, the Directors shall be elected and auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed by the Members. If the Members do not appoint the auditors, the Board shall make such appointment and fix such auditors remuneration.
- 4.03 General Meetings.** The Board shall have the power to call at any time a general meeting of the Members of the Association.
- 4.04 Notice of Meeting.** No public notice or advertisement of meetings of Members shall be required, but notice of the time and place of every such meeting and the general nature of business to be transacted at such meeting, shall be given to each Member in the manner provided in Section Fifteen of this by-law not less than fourteen (14) days before the time fixed for holding such meeting; provided that any such meeting of Members may be held at any time and place without such notice if all the Members entitled to vote at such meeting of the Association are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.
- The auditors of the Association are entitled to receive all communications relating to any meeting of Members.
- 4.05 Errors in Notice, Waivers.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 4.06 Chair.** The President, if present, shall be chair of any meeting of Members. If the President is not present within fifteen (15) minutes from the time fixed for holding the meeting, the Members present at any meeting of Members shall choose one of their number to be chair of the meeting.
- 4.07 Quorum.** A quorum for the transaction of business at any meeting of Members of the Association shall consist of 25 Members entitled to vote at such meeting as represented in person or by proxy or vote by electronic mail.
- 4.08 Meeting by Telephone.** If all of the Members consent thereto generally or in respect of a particular meeting, one (1) or more Members may participate in a meeting of Members

by means of such conference telephone or other communication facility as to permit all Members participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in such meeting by such means is deemed to be present at the meetings. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Members and of committees of the Members held while a Member holds office. Votes shall be taken by recording the verbal assent or dissent of the Members. The establishment of quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the meeting and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant meeting will provide a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

- 4.09 Calculation of Number of Votes of Members.** At any meeting of Members each Active Member and Life Member shall have one (1) vote. No Member shall be entitled whether in person or by proxy or electronic mail to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him or her.
- 4.10 Proxies.** At any meeting of Members, a proxy duly and sufficiently appointed by a Active Member or Life Member shall be entitled to exercise, subject to any restrictions expressed in the instrument, the same voting rights that the Active Member or Life Member appointing him or her would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing or delivered by electronic mail and shall be acted on only if, prior to the commencement of the meeting, it is deposited with the Secretary of the Association or as may be directed in the notice calling the meeting.
- 4.11 Voting.** At all meetings of Members every question shall be decided by a majority of the votes of the Active Members and Life Members present in person or represented by proxy unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Active Member or Life Member. Upon a show of hands, every Active Member or Life Member shall have one (1) vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Active Members and Life Members present in person or by proxy, and such poll shall be taken in such manner as the Chair of the meeting shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting of the Members, whether upon a show of hands or at a poll, the Chair shall not be entitled to a second or casting vote.
- 4.12 Adjournment.** Any meeting of Members may be adjourned at any time or from time to time and no notice of such adjourned meeting need be given to Members. Any business may be brought before or dealt with at any adjourned meeting which might have been

brought before or dealt with at the original meeting in accordance with the notice calling the same.

SECTION FIVE

QUALIFICATION AND ELECTION OF DIRECTORS AND OFFICERS

5.01 Management of the Association. The activities and affairs of the Association shall be managed by the Board.

5.02 Number of Directors. The Board shall consist of ten (10) Directors. The President and the immediate Past President shall be directors ex officio. The remaining eight (8) Directors shall be elected by the Active Members and the Life Members.

5.03 Election and Term of Office. Election of Directors shall occur at each annual general meeting of the Members of the Association from a list of candidates put forth by the Nominating Committee. Directors shall serve two (2) year terms, provided that such term limit shall not apply to ex officio Directors. Four (4) Directors shall be elected at each annual general meeting of the Members of the Association, provided that if there are more than four (4) vacancies, the number of Directors required to fill any such excess vacancies shall be elected for one (1) year terms. Each Director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified. A Director whose term has expired shall be eligible for re-election.

5.04 Vacancy of Office of Director. A Director shall cease to be a Director if such person:

- (a) delivers a written resignation to the Secretary of the Association;
- (b) becomes bankrupt or is declared insolvent;
- (c) is found to be a mentally incompetent person;
- (d) is no longer an Active Member of the Association;
- (e) in the case of a Director ex officio, if:
 - (i) the Director ceases to hold the office the holding of which made such person a Director;
 - (ii) the Director became the Past President due to being terminated as President; or
 - (iii) is removed by resolution passed by at least two-thirds of the votes cast at a meeting of the Members of which notice specifying the intention to pass such resolution has been given;

provided that, if any vacancy shall occur for any of the above reasons, in the case of a Director ex officio, the next incumbent Past President shall become a Director ex officio;

- (f) dies; or

- (g) is removed by resolution passed by at least two-thirds of the votes cast at a meeting of the Members of which notice specifying the intention to pass such resolution has been given, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of the term.

5.05 Vacancies, Board of Directors. Vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by the Board from among (subject to Section 5.04) the Active Members listed on the slate of candidates last put forth by the Nominating Committee, but if there be not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

SECTION SIX NOMINATING COMMITTEE

6.01 The Nominating Committee shall be comprised of Active Members or Life Members or both as follows:

- (a) Subject to subsection (b) below, the immediate Past President (Chair) and two (2) Past Presidents;
- (b) No member of the Board, with the exception of the Past President(s) may be a Member of the Nominating Committee. In cases where the immediate Past President is no longer eligible to act, or if it is not convenient for him to act as Chair of the Nominating Committee for any reason whatsoever, the next previous available Past President shall act as Chair. If no Past Presidents are available, the Members shall elect the three (3) person Nominating Committee and the Committee will then choose one of their number as Chair.

6.02 The Executive Director shall request the Chair of the Nominating Committee to activate the Committee and file the Committee's report.

6.03 The duties of the Nominating Committee shall be:

- (a) To notify the Board, not less than sixty (60) days prior to the election, of the vacancies requiring nominees;
- (b) Candidates considered suitable by the Nominating Committee for each of the vacant positions on the Board shall be selected from the roster of Active Members after determination by the Nominating Committee of the willingness of the proposed candidate to stand for and accept the particular office;
- (c) The Nominating Committee's report shall be filed with the Board at least sixty (60) days prior to the Annual Meeting of the Members; and

(d) To conform to the proper election of the Directors as provided in Section 5.02 herein and to conform to the proper qualifications of the Directors as provided in Section 5.04 herein.

6.04 Additional candidates for the vacant positions on the Board may be nominated but such additional candidates must be Active Members nominated by their fellow Active Members. Such nominations shall be submitted in writing to the Executive Director, comprised of the signatures of five (5) other Active Members, representing five (5) separate municipalities, at least seventy-five (75) days prior to the Annual Meeting of the Members. Such nomination and sponsorship must be in writing and filed with such officer as the Board shall direct and within the time period therein prescribed.

6.05 A complete list of candidates for the vacant positions on the Board shall be mailed to the Active Members and Life Members at least thirty (30) days prior to the date of election with a brief biography of each candidate.

SECTION SEVEN

MEETINGS OF DIRECTORS

7.01 Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

7.02 Place of Meeting. Meetings of the Board shall be held at the head office of the Association or at such other place as the Board may determine.

7.03 Convening a Meeting. A meeting of the Board may be formally convened by the President, a Vice-President or any two (2) Directors at any time. The Secretary, on the direction of the President, the Vice-President or any two (2) Directors, shall convene a meeting of the Board.

7.04 Notice of Meeting. Notice of any meeting of the Board shall be given to each Director in the manner provided by Section Fifteen of this by-law, not less than fourteen (14) business days before the time fixed for holding such meeting. When such notice is sent by mail, then fourteen (14) days' notice shall be required. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence. The Board may consider or transact any business, either special or general, at any meeting of the Board.

7.05 Notice of Meeting Required. For the first meeting of the Board held immediately following the election of Directors at an annual or general meeting of the Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.

7.06 Waiver of Notice. Notice of any meeting of the Board or any irregularity in any meeting, or in the notice thereof may be waived by any Director either before or after such meeting.

- 7.07 Chair.** The President, and in his absence the Vice-President, shall be the Chair of any meeting of the Board. If neither officer is present, the Directors present shall choose one of their number as chair.
- 7.08 Majority.** Every question arising at any meeting of Directors shall be decided by a majority of the votes cast. Each Director shall have one (1) vote. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the motion shall be considered to be lost.
- 7.09 Voting to be recorded.** The number (or proportion) of the votes in favour of or against any resolution shall be recorded. A declaration by the chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be prima facie proof of the fact without such proof of the number or proportion of votes accorded in favour of or against such resolution.
- 7.10 Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at any hour and place to be named and of such regular meetings no notice need be sent.
- 7.11 Meeting by Telephone.** If all of the Directors consent thereto generally or in respect of a particular meeting, one (1) or more Directors may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communication facility as to permit all Directors participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board of Directors and of committees of the Board held while a Director holds office. Votes shall be recorded by noting the verbal assent or dissent of the Directors. The establishment of quorum at meetings held pursuant to this section and appropriate security with respect to such meetings shall be achieved as follows: either the conference telephone or other communications facility will be a facility operated by a third party supplier of such facilities, which supplier will be notified of the quorum and the need for security related to the meeting and will be requested to achieve the establishment of quorum and a reasonable level of security; or the notice calling the relevant meeting will provide a password without which the relevant participant will not be able to participate in the meeting for the purposes of quorum and in order to maintain appropriate security.

SECTION EIGHT

POWERS OF DIRECTORS

- 8.01 General.** The Board shall have full power with respect to all affairs of the Corporation and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by statute.
- 8.02 Cheques, etc.** - All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one

of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

- 8.03 Securities** - The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Corporation shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

SECTION NINE OFFICERS

9.01 Appointment of Officers.

- (a) At the first meeting of the Board after each annual general meeting, the Vice President of the previous term ending at such annual general meeting shall be appointed by the Board as the President of the Corporation. Following this resolution, the Board shall, by resolution approved by a majority of the Directors, select one Director to the now vacant position of Vice President.

If the office of Vice President is vacant at the time of an annual general meeting or if the person who acted as Vice President in the term ending at such annual general meeting refuses the office of President, the Board shall, by resolution approved by a majority of the Directors, select one Director other than the persons acting as President and Vice President in the term ending at such annual general meeting, to act as President until the next annual general meeting.

- (b) All Officers other than the President and Vice-President shall be appointed by resolution approved by a majority of the Directors from time to time.
- (c) No person may hold more than one office (except for the offices of Secretary and Treasurer).

- (d) In default of election or appointment, the then incumbents (being Members of the Board) shall hold office until their successors are elected or appointed.
- (e) In the absence of written agreement to the contrary the employment of all Officers and officials shall be settled from time to time by the Board.
- (f) Any Officer or official may be removed from office by the Board which may fill any vacancy so occurring for the remainder of the term of such Officer or official.

9.02 Duties of President and Vice-President - The President shall, subject to the authority of the Board, have the general direction and supervision of the affairs and business of the Corporation, shall be the Chief Executive Officer of the Corporation and shall have the power to appoint and remove all officials, employees and agents of the Corporation not appointed by the Board and to settle the terms of their employment and remuneration as approved by the Board. The President shall, when present, preside at all meetings of the Members of the Corporation and the Board. The President with the Secretary, or other Officer appointed by the Board for the purpose, shall sign all by-laws. The President shall be, ex officio, a Member of all committees. The President shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the President, the President's duties and powers may be exercised by the Vice-President, or such other Director as the Board may, from time to time, appoint for the purpose, and if the Vice-President, or such other Director shall exercise any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

9.03 Duties of Secretary - The Secretary shall:

- (a) attend all meetings of the Board and of the Members and record or cause to be recorded all facts and minutes of all proceedings in the books kept for the purpose;
- (b) give all notices required to be given to Members and to Directors;
- (c) be the custodian of all books, papers, records, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board and to such person or persons as may be named in the resolution; and
- (d) perform such other duties as may from time to time be determined by the Board.

9.04 Duties of Treasurer -The Treasurer shall:

- (a) keep or cause to be kept proper books of account and accounting records with respect to the capital and income of the Corporation, including but not limited to, receiving all payments due to the Association, certify to the correctness of an pay all accounts when authorized; collect fees, keep correct accounts, prepare financial statements and administer the

employment service for Members, and such other related duties as may be required;

- (b) invest the funds of the Corporation not required for immediate use;
- (c) render to the Board whenever called upon an account of all transactions of the Treasurer and of the financial position of the Corporation; and
- (d) perform such other duties as may from time to time be determined by the Board.

9.05 Duties of Other Officers - The duties of all other officers and officials of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.

9.06 Delegation of Duties - In case of the absence or inability of any Officer or official, or for any other reason that the Board may deem sufficient, the Board may, from time to time, delegate all or any of the powers of such Officer or official to any other Officer, official or to any Director.

SECTION TEN EXECUTIVE DIRECTOR

10.01 The Association may employ an Executive Director whose duties, terms of employment and remuneration shall be established from time to time by the Board, and as of the date of this by-law currently includes: the responsibility of the day to day operations of the Association, including formulating policy, services/products, and long-range/strategic planning recommendations; attending Committee meetings as recording secretary and Association events; implementing Board decisions; promoting/marketing the Association; overseeing the publication of Association periodicals; overseeing the hosting and organization of Association events; representing the Association with external agencies and on behalf of the Board as required; liaising with member municipalities/agencies and other levels of government.

SECTION ELEVEN PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Indemnity. Every Director and Officer of the Association and every member delegated to act on behalf of the Association, and the heirs, executors and administrators, and estate and effects of such person, respectively, shall be indemnified and saved harmless out of the funds of the Association, from and against:

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

or expenses as are occasioned by such person's own wilful neglect or default.

- 11.02 Insurance.** The Association shall use its best efforts for every Director and Officer of the Association and each member delegated to act on behalf of the Association to be insured by the Association against any liability incurred by such director, officer or member, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interest of the Association.

SECTION TWELVE AUDITORS

- 12.01 Appointment of Auditors.** The Members shall at each annual meeting appoint one or more auditors to audit the accounts of the Association. The auditors shall hold office until the close of the next annual meeting and if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The Members may fill any casual vacancy in the office of auditor.
- 12.02 Removal.** The Members, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor of the Association before the expiration of his term of office and shall, by two-thirds of the votes cast at that meeting, appoint another auditor in the stead for the remainder of the term.
- 12.03 Remuneration.** The remuneration of an auditor appointed by the Members shall be fixed by the Members or by the Board, if so authorized by the Members.

SECTION THIRTEEN OTHER COMMITTEES

- 13.01 Committees.** The Board may establish such committees as it, from time to time, considers advisable.
- 13.02 Power of Committees.** No committee shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. The committee shall have the power only to make recommendations to the Board or to the Members as the Board may, from time to time, direct.
- 13.03 Membership on Committees.** Members of other committees shall be appointed by and hold office at the pleasure of the Board.
- 13.04 Reports of Committees.** The chair of each committee shall submit to the Board the minutes of the meetings of such committee, and such reports as the Board may from time to time request.

SECTION FOURTEEN BOOKS AND RECORDS

- 14.01** The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by all applicable legislation are regularly and properly kept.

SECTION FIFTEEN

NOTICES

- 15.01** Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a Member, Director, Officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as foresaid; a notice so mailed shall be deemed to have been given when deposited in the post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer or auditor in accordance with any information believed by him to be reliable.

SECTION SIXTEEN

DISCLOSURE OF INTEREST

- 16.01** Every Director, Officer, official or Member who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is to be a party, other than a contract or transaction limited solely to remuneration as a Director or Officer, shall declare such interest at the next meeting of the Board or the Members after such person became aware of such interest and shall, at that time, disclose the nature and extent of such interest as required by all applicable legislation.

SECTION SEVENTEEN

NUMBER AND GENDER

- 17.01** In this by-law and all other by-laws and resolutions of the Association, words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural or the feminine or neuter genders, as the case may be, and vice versa.

SECTION EIGHTEEN

AMENDMENTS

- 18.01** Amendments to the By-Laws.
- (a) All proposed amendments to the By-laws of the Association may be submitted:

- (i) to the Association by giving the usually notice of motion at a general meeting of the Members immediately previous to the annual Meeting at which the motion shall be voted upon; or
 - (ii) to the Board at least two (2) months before the day of the annual Meeting of the Members of the Association, and if said amendment is approved by the Board, the Board shall, after one (1) month's notice to the Active Members and Life Members submit the recommended amendments to the Annual Meeting.
- (b) The By-laws of the Corporation may be repealed, amended or added to by By-law enacted by an affirmative vote of a majority of Directors present and voting at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast at a meeting of Members duly called for the purpose of considering such By-law.

18.02 Prior By-Laws. Effective upon the date this by-law is confirmed by the members of the Corporation, By-Law No. 1 shall cease to have any force or effect without any prejudice to the efficacy of any acts taken thereunder.

18.03

ENACTED by the Board on the 13th day of September, 2012 and confirmed by the

Members as Amended and Restated By-Law No. 1 on the 22nd day of November, 2012.

President

Secretary

