



**2020  
CRCA Bylaws**

# CANADIAN ROOFING CONTRACTORS ASSOCIATION

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## **ARTICLE 1 - DEFINITIONS AND INTERPRETATION**

### **Section 1 - Definitions**

In these By-laws:

- (i) "**Act**" means the *Canada Not-for-profit Corporations Act* and includes the regulations promulgated thereunder.
- (ii) "**Active Member**" means an active regular or active at-large member.
- (iii) "**Association**" means Canadian Roofing Contractors Association.
- (iv) "**Designated Representative**" means a person holding the same membership category.
- (v) "**Associate Member Company**" means a person which has become an associate member of the Association.
- (vi) "**Recognized Provincial Association**" means any provincial association and other organization to which the Board of Directors of the Canadian Roofing Contractors Association has declared an affiliation with the Canadian Roofing Contractors Association.

### **Section 2 - Interpretation**

In these By-laws:

- (i) Words importing a singular number shall include the plural, and words importing the plural shall include a singular number.
- (ii) Words importing the masculine gender shall include female gender.
- (iii) References to persons shall include firms, individuals, partnerships and corporations.
- (iv) References to firms and partnerships shall include sole proprietorships.

## **ARTICLE 2 - LOCATION**

The Registered Office of the Association shall be located in the City of Ottawa, in the Province of Ontario, at the place therein where the business of the Association may from time to time be carried on, provided always that the Board of Directors may establish, by resolution, other offices and agencies elsewhere in Canada.

## **ARTICLE 3 - CORPORATE SEAL**

The seal, and impression whereof is stamped in the margin hereof, shall be the seal of the Association.

## **ARTICLE 4 – MEMBERSHIP**

### **Section 1 - Conditions of Membership and Categories**

Membership in the Association shall be limited to persons engaged or interested in furthering the advancement of the roofing and related sheet metal contracting business and industry in Canada and shall be divided into the following categories:

(a) **Active Regular Member:**

Any active regular member shall be limited to a person actively engaged in Canada in the roofing and related sheet metal contracting business provided that such active regular member shall hold membership in and be a member in good standing of a recognized provincial association affiliated with this Association in the province in which the active regular member is located.

(b) **Active At-Large Member:**

An active at-large member shall be limited to a person actively engaged in Canada in the roofing and related sheet metal contracting business where there is no recognized provincial association affiliated with this Association in the province in which the active at-large member is located.

(c) **Associate Member:**

An associate member shall be limited to a person engaged in manufacturing or supplying materials, equipment, accessories or magazines used in any branch of the roofing or related sheet metal industry.

(d) **Honorary Member:**

In recognition of significant contribution to the advancement of the Association or of the roofing and related sheet metal industry, a person may be elected an honorary member by the Board of Directors and be entitled to all of the privileges of membership in the Association save and except the holding of an elective office and provided further that such honorary member shall be subject to the provisions of the By-laws of the Association.

(e) **International Contractor Member:**

An international contractor member shall be limited to a person that is engaged in the roofing and related sheet metal contracting business outside of Canada and shall be entitled to all of the privileges of membership in the Association save and except those of holding an elective office and issuing an Association warranty, provided further that such international contractor member shall be subject to the provisions of the By-laws of the Association.

(f) **Industry Member:**

An industry member shall be limited to a person interested in literature from the Association regarding the industry and shall be entitled to all the privileges of membership in the Association save and except the holding of an elective office, provide further that such Industry Member shall be subject to the provisions of the By-laws of the Association.

## **Section 2 - Application for Membership**

- (a) Application for membership shall be on such forms and contain such information as may be prescribed from time to time by the Executive Committee.
- (b) Application for membership shall be subject to approval by the Executive Committee.

## **Section 3 - Termination of Membership**

- (a) Any member may withdraw from the Association by delivering to the Association written Notice of Resignation and lodging a copy of the written Notice of Resignation with the Secretary of the Association.
- (b) The membership of an active regular member shall be deemed to be terminated if such person's membership in the recognized affiliated provincial association in which the active regular member is a member is terminated.
- (c) Any membership may be terminated for cause or conduct or behaviour inimical to the interests of the Association by adoption of a resolution of the Board of Directors provided however that prior to the adoption of any such resolution, the member affected by such resolution shall be given notice of and afforded full opportunity to be heard at a hearing before the Board of Directors regarding the adoption of any such resolution provided always that in the event the member does not attend at the hearing where notice of the hearing has been given to the member, the Board of Directors may proceed in his absence and the member is not entitled to any further notice in the proceedings.
- (d) Any membership may be terminated for non-payment of membership dues or other monies due and owing to the Association by such member.

## **Section 4 - Suspension**

- (a) "Suspension" means the interruption of all rights and services provided to a member by the Association.
- (b) "Suspended member" means a member not in good standing whose rights and services as a member have been interrupted.
- (c) Any membership may be suspended for cause or conduct or behaviour inimical to the interests of the Association by adoption of a resolution of the Board of Directors provided however that prior to the adoption of any such resolution, the member affected by such resolution shall be given notice of and afforded full opportunity to be heard at a hearing before the Board of Directors regarding the adoption of any such resolution provided always that in the event the member does not attend at the hearing where notice of the hearing has been given to the member, the Board of Directors may proceed in his absence and the member is not entitled to any further notice in the proceedings.

- (d) Any membership may be suspended, without any requirements for a hearing, for non-payment of membership dues or other monies due and owing to the Association by such member, which suspension shall be effective upon written notice thereof being delivered to the member. Such written notice shall be deemed to have been delivered by personal service on the member or if forwarded by mail, on the fourth (4th) day following the posting thereof.
- (e) Notwithstanding the provisions of Section 4(c) herein, the membership of an active regular member shall be deemed to be suspended upon the Association receiving written notification of suspension from a recognized affiliated provincial association in which the member has membership. Similarly, suspension by the recognized affiliated provincial association will be deemed to be effective upon receipt of written notification from the Association that its member is a suspended member of the Association.
- (f) Conversely the membership of an active regular member shall be deemed to be reinstated upon the Association receiving written notification of reinstatement from a recognized affiliated provincial association in which the member has membership. Similarly, reinstatement by the recognized affiliated provincial association will be deemed to be effective upon receipt of written notification from the Association that it has reinstated the previously suspended member.

## **ARTICLE 5 - REVENUES**

### **Section 1 - Sources**

The sources of revenue of the Association shall be derived from membership dues and such other sources as may be designated by the Board of Directors or the Executive Committee.

### **Section 2 - Membership Dues**

The dues for all classes of membership shall be as established from time to time by the Executive Committee and approved by the Board of Directors provided that Honorary Members of the Association shall not be required to pay membership dues.

### **Section 3 - Financial Year**

The Financial year of the Association shall be from January 1 to December 31 in any year.

## **ARTICLE 6 - AFFILIATED ORGANIZATIONS**

### **Section 1**

- (a) Subject to the provisions of Section 2 herein, the Board of Directors may declare affiliation with provincial roofing associations and other organizations pursuant to which such provincial associations and other organizations would thereafter be recognized as affiliated with the Association provided however that at any time after any affiliation has been declared, the Board of Directors may declare such affiliation to be dissolved.

## **Section 2**

- (a) Such affiliation shall be limited to one provincial association or other organization relative to a specific industry or profession provided that said provincial association or other organization, in the opinion of the Board of Directors, is representative of that specific industry or profession in such province.
- (b) The By-laws of any roofing contractors' association being considered for affiliation must reflect and endorse a duality requirement for active members.

## **ARTICLE 7 - NOMINATIONS TO OFFICE**

### **Section 1 - Qualifications of Directors**

Subject to the provisions of this By-law, an individual nominated for election to the Board of Directors of the Association shall:

- (i) be employed or alternatively associated with a firm, partnership or corporation, all of which as the case may be, shall be a member of the Association and shall enjoy a completely satisfactory reputation in all respects as a competitor in its areas of operation;
- (ii) be a senior executive with a firm, partnership or corporation, as the case may be, with decision making powers to commit such firm, partnership or corporation;
- (iii) have demonstrated interest in national industry affairs;
- (iv) in addition to such qualifications as are herein before referred to, an active regular member shall have demonstrated activity experience at the provincial association level through the holding of some office at such provincial level.

### **Section 2 - Nomination of Directors**

- (a) One (1) active regular member shall be nominated as a director from each of the respective recognized affiliated provincial associations.
- (b) One (1) active at-large member may be nominated as a director by the nominating chairman.
- (c) One (1) associate member shall be nominated as a director.
- (d) Additional nominations for directors may be made provided that:
  - (i) in the case of the nomination of an active regular member, five (5) per cent of the active regular members in the respective recognized affiliated provincial association; or
  - (ii) in the case of the nomination of an active at-large member, five (5) voting active members in the Association; or



- (iii) in the case of the nomination of an associate member, five (5) per cent of the associate members in the Association, so nominate such additional individuals in the form of a nomination Statement bearing the name of the additional individuals to be so nominated and executed by the active regular members, active at-large members or associate members, as the case may be, making such additional nominations provided always that such nomination Statement is submitted to the Executive Director of the Association not later than thirty (30) days prior to the commencement of the Annual General Meeting.
- (e) In the event that the nominations aforesaid exceed the number of vacancies on the Board of Directors, subject to the provisions of Article 8, Section 1 herein relating to the composition of the Board of Directors, a letter ballot shall be conducted by the Executive Director to ensure compliance herein with the nomination requirements to the Board of Directors, provided that upon the taking of a letter ballot:
- (i) in the case of the nomination of an active regular member, only the active regular members in the recognized affiliated provincial association in which the active regular member so nominated holds membership, shall be entitled to cast a vote; or
  - (ii) in the case of the nomination of an active at-large member, only active members in the Association shall be entitled to cast a vote; or
  - (iii) in the case of the nomination of an associate member, only associate members in the Association shall be entitled to cast a vote, provided always that the majority of votes cast for an individual shall determine the nomination of such individual to the Board of Directors pursuant to this Article.

**Section 3 - Officers**

The officers of the Association shall be nominated by the Nominating Chairman.

**Section 4 - Nominating Chairman**

Unless otherwise determined by the Board of Directors, the immediate Past President shall be appointed to act as Nominating Chairman.

**ARTICLE 8 - BOARD OF DIRECTORS'**

**Section 1 - Composition**

The affairs of the Association shall be managed by a Board of Directors, elected annually, which shall consist of not less than eight (8) members, nor more than twenty-eight (28) members, provided that the composition of the Board of Directors shall include at least the following:

- (a) One (1) active regular member from each recognized affiliated provincial association;

- (b) One (1) active at-large member should such a member be nominated;
- (c) One (1) associate member.

The Executive Director will attend Board of Directors meetings and will act as an advisor to the Board, but will not be a member of the Board.

### **Section 2 - Election and Term**

- (a) All members of the Board of Directors shall be elected at each Annual General Meeting of the Association.
- (b) All members of the Board of Directors shall be eligible for re-election at the Annual General Meeting of the Association.
- (c) All members of the Board of Directors shall remain in office until the dissolution or adjournment of the meeting at which the successor director is elected or appointed.

### **Section 3 - First Meeting of New Board of Directors**

Each newly elected Board of Directors may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the Annual General Meeting of members at which such Board of Directors is elected and in any event not later than ten (10) days following such Annual General Meeting, provided that a quorum of the Board of Directors is present.

### **Section 4 - Board Meetings**

- (a) Except as may be provided herein, all other meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors provided that fourteen (14) days notice of such meetings shall be sent in writing to each member of the Board of Directors.
- (b) If an elected member of the Board of Directors is unable to attend at a meeting of the Board of Directors, a designated representative may attend at the meeting in a non-voting capacity.
- (c) If the Directors consent thereto, a Director may participate in a meeting of the Board of Directors in the manner provided by the Act by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.
- (d) If the Directors consent thereto, a meeting of the Board of Directors may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **Section 5 - Quorum**

A majority of the members of the Board of Directors, one of which must be the President or First (1st) Vice-President, shall constitute a quorum.

## **Section 6 - Power of Board of Directors**

- (a) The Board of Directors may exercise all such powers of the Association which are not by the Act or by these By-laws required to be exercised by the members of the Association at a General Meeting.
- (b) The Board of Directors may appoint such agents and engage such employees as it shall deem expedient from time to time and such persons shall have such authority and perform such duties as shall be prescribed by the Board of Directors.
- (c) No rule and regulation made by the Association at a General Meeting shall invalidate a prior act of the Board of Directors that would have been valid if the rule and regulation had not been made.

## **Section 7 - Removal**

- (a) Subject to the provisions herein, a member of the Board of Directors shall no longer be eligible to remain a member of the Board of Directors' and shall forthwith deliver up his office in the event that:
  - (i) he resigns by delivering a written resignation to the Association;
  - (ii) he is of unsound mind and has been so found by a Court of competent jurisdiction;
  - (iii) he becomes bankrupt or insolvent or suspends payment to or compounds with his creditors;
  - (iv) he ceases to represent a member company of the Association;
  - (v) he dies;
  - (vi) he becomes a suspended member.

Provided that if any vacancy shall occur on the Board of Directors the members of the Board of Directors may by resolution fill the vacancy with another member in good standing.

- (b) The members of the Association may by ordinary resolution at a special meeting remove any director or directors from office. A director elected by a class or group of members that has an exclusive right to elect the director may only be removed by an ordinary resolution of those members.

## **ARTICLE 9 - OFFICERS**

### **Section 1 - Composition**

- (a) The officers of the Association shall be:
  - (i) The President;
  - (ii) One or more Vice-Presidents designated as First (1st) Vice-President, Second (2nd) Vice-President and such other numerical designation as may be required;
  - (iii) Honorary Secretary;
  - (iv) Honorary Treasurer;
  - (v) Executive Director;
  - (vi) Immediate Past President;
  - (vii) Such other officers as the Board of Directors may determine.
- (b) The Officers of the Association, except for the Executive Director, must be elected members of the Board of Directors.

### **Section 2 - Election**

- (a) The officers of the Association shall be elected at the first Meeting of the Board of Directors next following the Annual General Meeting in accordance with the provisions of Article 8, Section 3 herein.
- (b) The President, Vice-President or Vice-Presidents and Honorary Treasurer shall be elected from among the active members of the Board of Directors.
- (c) The Honorary Secretary shall be elected from among the Associate Members of the Board of Directors.
- (d) The Executive Director may be an employee of the Association and need not be a member of the Association.
- (e) The immediate Past-President shall be an active member of the Association having been elected to the Board of Directors and being that individual most recently holding the position of President.

### **Section 3 - Term and Removal**

- (a) The officers of the Association shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

- (b) An officer may at any time be removed from office by resolution passed by at least three-fourths (3/4ths) of the votes cast at a Meeting of the Board of Directors called for such a purpose;
- (c) If any vacancy shall occur in the Officers of the Association, the Board of Directors may by resolution fill the vacancy with another Board member in good standing.

#### **Section 4 - Duties**

##### **(a) President**

The President shall be the Chief Executive Officer of the Association and he

- (i) Shall preside at all meetings of the Association, of the Board of Directors, and of the Executive Committee.
- (ii) Shall see that all orders and resolutions of the Board are carried into effect.
- (iii) Shall represent the Association within the provisions of the constitution and By-laws.
- (iv) Shall be an ex-officio member of all committees.
- (v) Shall be responsible for the organization and overall promotion of the objectives of the Association.
- (vi) Shall perform all such additional duties as may from time to time be determined by the Board of Directors.

##### **(b) Vice-President or Vice-Presidents**

The Vice-President, or the Vice-Presidents, as the case may be, shall assume the duties and powers of the President in the absence of the President or upon his direction and shall perform such other duties as may from time to time be determined by the Board of Directors.

##### **(c) Honorary Secretary**

The Honorary Secretary shall perform such duties as shall from time to time be determined by the Board of Directors or prescribed By-law. He shall be custodian of the seal of the Association, which he shall deliver only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

##### **(d) Honorary Treasurer**

The Honorary Treasurer:

- (i) Shall supervise the receipt and disbursement of the funds of the Association to ensure that finances are in accordance with the estimates and budget approved by the Board of

Directors;

- (ii) Shall be prepared to account for all transactions of his office;
- (iii) Shall report periodically to the Board of Directors, and whenever the Board of Directors requires, shall provide an accounting of financial transactions and the financial position of the Association;
- (iv) Shall present an audited report of the financial position of the Association at the Annual General Meeting;
- (v) Shall perform such other duties as may from time to time be determined by the Board of Directors.

(e) **Executive Director**

The Executive Director of the Association:

- (i) Shall attend all sessions of the Board of Directors and all meetings of the members and such other meetings as may from time to time be determined by the Board of Directors or the Executive Committee;
- (ii) Shall act as secretary at all meetings and record all votes and minutes of all proceedings in the records and books of the Association kept for that purpose;
- (iii) Shall give or cause to be given notice of all meetings of the members, directors and committees of the Association;
- (iv) Shall have the duties, responsibilities and authority as determined from time to time by the Board of Directors or Executive Committee;
- (v) Shall report to the President between meetings.

(f) **Immediate Past President**

The Immediate Past-President as defined in sub-clause (e) of Section 2 of Article 9 herein shall, in addition to all duties as provided by the By-laws of the Association, perform such duties as shall from time to time be determined by the Board of Directors.

**ARTICLE 10 - EXECUTIVE COMMITTEE**

**Section 1 - Composition**

The President, Vice-President(s), Treasurer and Executive Director of the association shall constitute the Executive Committee along with such other officers as may be determined from time to time by the Board of Directors. The Executive Director will act as an advisor and provides support to the Executive Committee, but will have no voting right on this Committee.

## **Section 2 - Powers**

- (a) The Executive Committee have only these powers granted to it by the Board of Directors or these bylaws and shall exercise this power between meetings of the Board of Directors.
- (b) The actions by the Executive Committee shall be announced to the Board of Directors as promptly as possible.
- (c) The powers granted to the Executive Committee are for the efficient administration of the affairs of the Association.
- (d) The actions of or by the Executive Committee are subject to the approval of the Board of Directors.

## **Section 3 - Executive Committee Meetings**

Meetings of the Executive Committee may be held at any time and place to be determined by the President provided that fourteen (14) days notice of such meetings shall be sent in writing to each member of the Executive Committee.

## **Section 4 - Quorum**

Two-thirds (2/3) of the voting members of the Executive Committee, one of which must be the President or First (1st) Vice-President, shall constitute a quorum.

## **Section 5 - Removal**

- (a) The Board of Directors may at any time remove any member of the Executive Committee by resolution passed by at least three-fourths (3/4ths) of the votes cast at a meeting of the Board of Directors called for such purpose;
- (b) If any vacancy shall occur on the Executive Committee the Board of Directors may by resolution fill the vacancy with another officer of the association.

## **ARTICLE 11 - ANNUAL AND SPECIAL MEETINGS**

### **Section 1 - Annual and Special General Meetings**

- (a) The Annual General Meeting of the members of the Association shall be held at such time and place in Canada as the Board of Directors may designate unless the members otherwise resolve.
- (b) The voting members shall elect the Board of Directors subject to Article 8, Section 1 and shall receive a report from the Board of Directors at the Annual General Meeting.
- (c) At least twenty-one (21) days and not more than thirty-five (35) days prior written notice shall be given by mail or electronic means to each member of any Annual General Meeting.

- (d) Special General Meetings of the Association shall be held upon the request of two-thirds (2/3) of the members of the Board of Directors' or of five (5) per cent of the voting members of the Association.
- (e) At least twenty-one (21) days and not more than thirty-five (35) days prior written notice shall be given by mail or electronic means to each member of any Special General Meeting provided always that such written notice shall contain sufficient information to allow each member to form a reasoned judgement.
- (f) If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during an Annual General Meeting or a Special General Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a such a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.
- (g) If the Directors or members of the Association call a Annual General Meeting or Special General Meeting, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**Section 2 - Quorum - Annual and Special General Meetings**

Nine (9) voting members present in person at the meeting and representing in person or by proxy at least twenty (20) per cent of the voting membership shall constitute a quorum.

**Section 3 - Order of Business**

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by Bylaws, procedure shall be in accordance with Bourinot's Rules or Order.

**ARTICLE 12 - FORMATION OF SPECIAL COMMITTEES AND SECTIONS**

**Section 1 - Sections**

- (a) Subject to the approval of the Board of Directors, such members as desire may form sections for common action upon matters peculiar to their special interests and such sections may elect their own officers.
- (b) Any such section shall conduct its business and communications only in its own name as a section of the Association and shall not obligate the Association in any way without first obtaining authority thereof from the Board of Directors.



- (c) Any such section shall keep the Board of Directors informed concerning its business and communications.

## **Section 2 - Special and Sub-Committees**

At the discretion of the Board of Directors, special committees and sub-committees may be established from time to time provided that such special committees and sub-committees shall exercise such duties as are authorized by the Board of Directors and provided further that any member appointed or elected to any special committee or any sub-committee may be removed from office by a majority vote of the Board of Directors.

## **ARTICLE 13 - VOTING**

### **Section 1 - Entitlement**

- (a) Each active member shall be entitled to one (1) vote.
- (b) Each associate member shall be entitled to one (1) vote.
- (c) Honorary members shall not be entitled to vote at any meeting of the Association.
- (d) International contractor members shall not be entitled to vote at any meeting of the Association.
- (e) Industry members shall not be entitled to vote at any meeting of the Association.
- (f) Ex-officio members of any committee shall not be entitled to vote at any meeting of the Association.
- (g) Executive Director shall not be entitled to vote at any meeting of the Association.
- (h) Suspended members shall not be entitled to vote at any meeting of the Association.

### **Section 2 - Board of Directors Meetings**

- (a) A majority of votes cast by members of the Board of Directors present at a regularly constituted meeting of the Board will be required for adoption of resolutions.

### **Section 3 - Annual and Special General Meetings**

- (a) Subject to the provisions of the Act or any successor legislation and the provisions of the By-laws of the Association, all matters shall be determined by a majority of votes cast by members present or by proxy entitled to vote upon such matters.
- (b) In the case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote in which he is entitled as a member and the proposed resolution shall not pass.

#### **Section 4 - Proxy Votes**

- (a) A voting member or any authorized representative of a voting member may appoint in writing as his proxy any other voting member or any authorized representative of any voting member in good standing to vote at any Annual or Special General Meeting.
- (b) All proxy letters must be signed and delivered on the prescribed form to the Association not less than fourteen (14) days before any Annual General Meeting or seven (7) days before any Special General Meeting. Reminders to members of their right to vote by proxy shall be sent out in advance of any such Meeting provided always that sufficient time shall be allowed for the return of the proxy letters.

#### **ARTICLE 14 - SIGNING AUTHORITY**

Contracts, documents or any instruments in writing entered into by the Association shall be signed by any two of the President, Vice-President(s), Executive Director, Honorary Treasurer and Honorary Secretary.

#### **ARTICLE 15 - REMUNERATION**

##### **Section 1 - Directors**

Members of the Board of Directors shall not receive remuneration for their services but by resolution of the Board of Directors, expenses may be allowed for their attendance at meetings of the Association or other expenses incurred in the fulfilment of their duties as members of the Board of Directors.

##### **Section 2 - Officers and Executive Director**

- (a) Officers of the Association shall not receive any remuneration for their services but by resolution of the Board of Directors, expenses may be allowed for their attendance at meetings of the Association or other expenses incurred in the fulfilment of their respective duties as officers of the Association.
- (b) The remuneration of the Executive Director and any other employees of the Association and expenses incurred in connection with the business of the Association and in the fulfilment of their respective duties shall be as determined from time to time by the Executive Committee.

##### **Section 3 - Committees**

Remuneration and expenses or either one of them may be allowed as determined from time to time by the Executive Committee.

#### **ARTICLE 16 - PROTECTION OF DIRECTORS AND OFFICERS**

##### **Section 1 - Indemnity**

Each director and officer of the Association and their respective heirs, executors, administrators, successors and assigns and other legal representatives shall from time to time be indemnified and saved

harmless by the Association from and against any and all liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office.

## **Section 2 - Insurance**

The Association shall purchase and maintain the insurance affording the coverage for indemnification as provided in Article 16, Section 1 herein provided that the Board of Directors shall at all times determine the limits of such insurance coverage.

## **ARTICLE 17 - AUDIT**

Voting members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Association for report to members provided that the Board of Directors may fill any casual vacancy in the office of the auditor.

## **ARTICLE 18 - AMENDMENTS OF BY-LAWS**

Subject to the Act, the By-laws of the Association may be repealed or amended by By-law enacted by a majority of the members of the Board of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members in attendance, or represented by proxy, at a meeting duly called for the purpose of considering the said By-law.

## **ARTICLE 19 - RULES AND REGULATIONS**

The Board of Directors and the Executive Committee, or either one of them, may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Association when they shall be confirmed, and in default of confirmation at such Annual Meeting of members shall at and from that time cease to have force and effect.

## **ARTICLE 20 - DISSOLUTION OF THE ASSOCIATION**

Upon the winding-up or dissolution of the Association, any assets remaining following payment and satisfaction of the debts and liabilities of the Association shall be transferred to an organization or organizations having cognate or similar objects, such organization or organizations to be decided upon by the members of the Association at the time of winding up or dissolution.

## **ARTICLE 21 - FORMER BY-LAWS REPEALED**

The former By-laws of the Association, as amended, are hereby repealed with the coming into force and the taking effect of this By-law in accordance with the provisions of Article 18.