

**Mechanical Contractors
Association
Of Saskatchewan Inc.**

By-Laws



**By-Laws
of
Mechanical Contractors Association of Saskatchewan, Inc.**

MCAS

1. By-Laws of the Association:

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

The

MECHANICAL CONTRACTORS ASSOCIATION OF SASKATCHEWAN (herein referred to as the "Association")

Whereas the association was incorporated October 27th, 1980, for the following objectives:

1. The name of the Society is "Mechanical Contractors Association of Saskatchewan."
2. The objects for which the Society is to be incorporated are as follows:
 - (a) To encourage, support and promote the advancement of the Mechanical Contracting Industry
 - (b) To Advance, encourage and promote all inventions and improvements in all aspects of the Mechanical Contracting Industry
 - (c) To foster and promote the interchange of thought and ideas and all problems pertaining to the Mechanical Contracting Industry among the members of the Association and among other individuals or bodies interested therein and to compile and distribute and to foster the compilation and distribution among its members of all information useful in the practise of the Mechanical Contracting Industry,
 - (d) To make representations with respect to Federal, Provincial and Municipal legislation for the improvement of the Mechanical Contracting Industry
 - (e) To seek for the members of the Mechanical Contracting Industry equitable treatment in their relations with the manufacturers of and dealers in supplies;
 - (f) To facilitate the collective buying of all supplies by its members;
 - (g) To promote, foster and improve amongst its members relations between employer and employee and to promote and foster the training of apprentices;
 - (h) To conduct promotional activities, including advertising, publicity and the holding of meetings, conferences, shows and exhibitions and otherwise to apprise the public of the scope and character of the Mechanical Contracting Industry

together with the following additional objects:

- (i) To unite the members of the Association in an Association for their mutual improvement, protection and general welfare.
- (j) To promote harmonious relationships between the members of the Association and all other institutions, organizations, associations, companies, or persons concerned directly or indirectly with the promotions, designs or mechanics of construction and the merchandising of material insofar as it would affect or influence

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the activities of that portion of the Mechanical Contracting Industry considered to be of primary interest to the members.

- (k) To disseminate among the members or associations of members throughout the Province of Saskatchewan, information on all matters affecting the Mechanical Contracting Industry and without limiting the generalities of the foregoing, to issue and circularize such publications as may seem pertinent.
- (l) To provide facilities for the exchange of information and opinions with the legislature and departments of government and other agencies concerning all the problems affecting the Mechanical Contracting Industry within the scope of the Association and to carry on negotiations leading to the solution of such problems with the agency concerned.
- (m) To establish, carry on, subsidize, promote, co-operate with or receive into union, become a member of, act as, or appoint delegates for, control, manage, superintend, lend monetary assistance to or otherwise assist any association, or institution, incorporate or not, with objects altogether or in part similar to those of the Association, whether or not the activities of such associations or institutions are carried on within the Province of Saskatchewan.
- (n) To be non-partisan and non-sectarian.

BE IT ENACTED – as a bylaw of the association as follows:

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ARTICLE 1 - INTERPRETATIONS

- 1.01** Definitions: In this by-law and all other by-laws of the Association, unless the context otherwise requires;
- Act:** means the Canada Corporations Act and any Act that may hereinafter be substituted therefore, as from time to time amended;
- Association:** means the Mechanical Contractors Association of Saskatchewan, a corporation, incorporated under the Act dated October 27, 1980;
- Executive:** shall consist of the elected officers, immediate past president.
- Board:** means the Association's board of directors to consist of the elected officers, immediate past president and Directors as appointed.
- Mechanical Contractor:** means a person, firm, Partnership, or corporation who is actively contracting to furnish, fabricate, install, test, balance, and maintain plumbing, heating, ventilation, refrigeration and air conditioning, fire protection, and any piping trades including the immediately related trades thereto:
- Office:** The registered office of the Association.
- Seal:** The common seal of the Association.
- Month:** A calendar month.
- Year:** From the inclusion.
- Executive or Executive Committee:** Shall consist of the elected officers, immediate past president
- Director or Board of Directors:** To consist of the elected officers, Immediate Past President and Directors as appointed.
- Special Resolution:** Means a resolution passed by a majority of not less than two-thirds of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given.
- Firm:** Shall include a one-man operation.

The following terms as used in these regulations apply:

- The Association:** Shall mean Mechanical Contractors Association of Saskatchewan Incorporated.
- Provincial Executive:** Shall mean the Executive of the Mechanical Contractors Association of Saskatchewan Incorporated.
- National Association:** Shall mean Mechanical Contractors Association of Canada.
- Words:** Importing - the masculine gender shall include the feminine.
- Words:** Importing - person or persons shall include firms, partnerships, corporations and incorporated companies.

Article 2 – Transactions Of The Affairs Of The Association

- 2.01 Head Office: Until changed in accordance with the Act, the head office of the Association shall be in the City of Saskatoon, Saskatchewan.
- 2.02 Seal: The Common Seal of the Association. The seal shall remain in the custody of the Secretary Treasurer and shall be lodged in the Association's head office.
- 2.03 Emblem: The Association emblem may be used by any member in good standing provided that it is used in a dignified and proper manner.
- 2.04 Financial Year: Until otherwise ordered by the board, the financial year of the Association shall end on the last day of December in each year.

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ARTICLE 3 - MEMBERSHIP

- 3.01** Every person, firm, partnership or corporation actively engaged in business as a plumbing contractor and/or mechanical contractor, including the business of plumbing and mechanical engineering, and holding any required subsisting license to carry on the same shall, subject to these By-Laws and the Articles of Continuance of the corporation, and in the manner provided for therein, be eligible for membership in the Association.
- 3.02** Membership shall vest in the person, firm, partnership or corporation as the case may be. In the case of a firm, partnership or corporation, such member shall only be entitled to nominate one person from the firm, partnership or corporation who shall be entitled to vote on any motion, resolution or ballot at any meeting of the Association on behalf of the member and the authority of such person to represent the member shall be certified in writing. In the case of a firm, partnership or corporation, such person designated in accordance with this Article shall be entitled to hold office, and shall enjoy the powers and privileges and be subject to all the duties, obligations and responsibilities of a member subject to any restrictions or limitations placed upon the nature of membership under and by virtue of these By-Laws or the Articles of Continuance of the Association.
- 3.03** No member of a trade union shall be eligible for membership in this Association nor shall any firm, partnership or corporation be eligible for membership in the Association if any partner, shareholder, director or officer thereof shall hold membership in a trade union.
- 3.04** Applications for membership in the Association shall be made to the office of the Mechanical Contractors Association of Saskatchewan Inc and shall be in writing in such form as the Officers and Board of Directors may prescribe and shall be accompanied by such entry fees or other assessments as required by the application form.
- 3.05** It shall be a condition of membership that no person, firm partnership or corporation shall be entitled to apply for membership unless it meets the conditions of membership set out in these By-Laws and the Articles of Continuance of the Association. The application for membership shall include an agreement by the applicant to pay all dues, assessments and fines for the year in which the application is made and for every year of membership thereafter, together with an agreement that if the application is accepted, the member will be bound by and agrees to all of the provisions and obligations and requirements contained in the Association's By-Laws. A former member may rejoin the Association provided he applies to the Provincial Executive and complies with the conditions that may be determined by the Provincial Executive for re-admission to membership, and provided further, that he qualifies for membership under provisions of these By-Laws or the Articles of Continuance and provided further, that he executes the required application and agrees to be continually bound by the provisions of these rules and regulations.
- 3.06** Where a Local Association is established pursuant to the provisions hereof, no person, firm, partnership or corporation shall be entitled to membership in such Local Association but all applications for membership shall be to this Association.
- 3.07** The acceptance or rejection of an application for membership shall be in the absolute discretion of the Board of Directors of the Association and may be accepted or rejected without reasons and the applicant shall be notified of the decision on the application for membership.
- 3.08** Upon application for membership being accepted and upon the member being notified, the member shall thereupon pay to the Association any balance of fees, dues or assessments which may then be due and owing. A member shall be named on the list to the head office of the National Association immediately upon his application for membership being approved.

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3.09 CLASSES OF MEMBERSHIP

(a) Membership in the Association shall consist of the following classes:

1. Regular Members
2. Honorary Life Members
3. Affiliate Members

(b) Regular Members shall be subject to the provisions hereof with respect to applications for membership, obligations for the payment of fees and assessments, and shall be subject to the provisions for suspension, fines and other discipline and shall be entitled to hold office and to vote on all matters.

(c) Any person may be made an Honorary Life Member of the Association subject to these By-Laws and The Articles of Continuance, by a majority vote of the members present at any annual meeting. An Honorary Life Member shall be entitled to attend all meetings of the Association, except those meetings restricted to participation by General Members (**AFFILIATED**). An Honorary Life Member shall be entitled to speak at any meeting which he is eligible to attend, however; shall not be eligible to hold office or to become a Director or Officer of the Association, nor shall he be entitled to vote on any matters at any meeting of the Association.

(d) The Board of Directors shall be entitled to establish group of members to be known as Affiliate Members who shall consist of members who do not qualify as Regular Members by reason of not being actually engaged in operations as plumbing and mechanical contractors or otherwise, not qualifying under these bylaws or the Articles of Continuance of the Association, as general members, but are acceptable to the Association as suppliers, technical and other personnel whose activities are associated with the plumbing and mechanical contractors. The Board of Directors, upon accepting the application of a person, firm, partnership or corporation, shall be entitled to establish such fees, dues or assessments as appropriate for such class of membership and such members shall, at the discretion of the Board of Directors be invited, but shall not have the right to attend Annual meetings of the Regular members of the Association. Affiliate members shall be eligible to hold (1) seat on the Board of Directors of the Association provided, however, that the number of Affiliate members does not exceed more than one (1) person. Affiliates other than Affiliate members who have not been elected or appointed to the Board of Directors, shall not have the right to vote at general meetings of the Association nor shall they be eligible for election to any office of the association or the Executive Committee of the Association including the positions of President, Vice President and Secretary Treasurer.

Affiliated members who have been appointed or elected to the Board of Directors of the Association shall have the right to attend general meetings of the general members of the Association and shall have the right to vote at such general meetings. The Board of Directors, shall upon accepting an application for Affiliate membership, issue an Affiliate member a membership certificate with the words "Affiliate Member" noted thereon.

(e) The Board of Directors shall be entitled at any time to establish a group of members to be known as Sub-Sub Contractor Members who shall consist of members not considered to qualify as general members, but are acceptable to the Association as a contractor who does work within the Division 15 of the National Master Specifications. The Board of Directors, upon accepting the application of a person, firm, partnership or corporation, shall be entitled to establish such fees, dues or assessments as appropriate for such class of membership and such member shall, be eligible to hold office on the board provided Sub-Sub Contractors never exceed twenty-five 25% of the total composite of The Board of Directors. The Board of Directors, shall, upon accepting an application for Sub-Sub Contractor Membership, issue a membership certificate with the words "Sub-Sub Contractor Member" noted thereon.

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3.10 DISCIPLINE OF MEMBERS

The Board of Directors may suspend or otherwise discipline any member of the Association including the suspension of the right to attend meetings and vote on any matter:

- (a) Where in the opinion of the Directors, the member has ceased to carry on a form of business which provided eligibility for membership; or
- (b) Where, in the opinion of the Directors, the member has refused or deliberately failed to comply with any By-Law or lawful direction or requirement of the Association; or
- (c) Where, in the opinion of the Directors, the member has committed an act amounting to an offence against any code of ethics of the Association or against the conduct of the member is inimical to the interest of the trade, the Association or its members; or
- (d) Where the prescribed dues remain unpaid in whole or in part for a period exceeding THIRTY DAYS (30) after the date prescribed for payment; or
- (e) Where a member has been adjusted in proceedings under The Bankruptcy Act of Canada or has made authorised assignment under the said act; or
- (f) In the event that a member is suspended, the member shall never-the-less remain obligated to pay all outstanding dues and assessments which shall constitute a debit due and owing by the number to the Association and to be recoverable as such;
- (g) Where a member has been fined, the directors shall be entitled to set the amount of the fine at such figures as the Directors consider appropriate taking into account the extent of the member's operations, the nature of the conduct with respect to which the fine is imposed and the fine shall constitute a debit due and owing by the member to the Association and shall be recoverable as such. A member who has been fined shall be never-the-less, liable for all dues and assessments, but unless such a member has also been suspended, such member, not-with-standing a fine, shall be entitled to attend meetings and vote thereat;
- (h) Where a complaint is made respecting a member, the member shall be given not less than THIRTY (30) DAYS notice of the time and place for the consideration of the complaint and the nature thereof and such member, subject to the complaint, shall be given an opportunity to attend and to hear full details of the complaint and shall be given a full opportunity to answer or defend the same, before the Board of Directors reaches a decision therein or imposed any penalty;
- (i) After affording a member the right to appear and defend its conduct, the decisions of the Board of Directors shall be final and binding with respect to the penalty imposed, except that no fine shall be imposed without the unanimous approval of the Directors taking part in such hearing and provided further, that any member who has been fined may, within TEN (10) DAYS of the day of the decision to impose a fine is announce, be entitled to notify the President of such member's desire to appeal the decision of the Board to a Board of Arbitration and in the event of a member desiring to take the matter to arbitration, it shall be proceeded with immediately under the terms and provisions of the Arbitration Act of the Province of Saskatchewan.

3.11 In the event of the suspension of any member, said suspension shall continue only until the next general meeting or a prior special general meeting called under the terms of the pertinent sections of ARTICLE 4, upon request of the suspended member to the Board of Directors. At such meeting, the Directors and the suspended member shall have the opportunity to present prosecution and defence pertinent to the alleged violation for the consideration of the membership. A two-thirds affirmation vote of all membership present at such meeting shall constitute a binding decision and shall confirm or continue the suspension, or shall expel the suspended member or shall reinstate the member with full rights and privileges.

3.12 A member may resign from the membership by submitting his resignation in writing and upon payment of all dues and assessments which may have properly been levied against him. All outstanding dues, assessments and fines unpaid of the submission of the resignation shall remain as a debt and owing to the Association and recoverable by it as such.

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- 3.13** Every member who resigns or is expelled from the membership shall, upon the written request of a duly authorised Officer of the Association, return to the Association all documents and property of the Association which he may have in his custody or control.
- 3.14** In the event of the suspension or resignation of a member, such member shall be indebted to the Association for all dues, assessments and fines, and upon the Association notifying such members as to the amount thereof, the member shall pay the same to the Association and failing so to do, the Association may recover the same as a debt due and owing.
- 3.15** Where the Association is required to record its members with the National Association, the name of such member shall be forwarded to the National Association immediately upon the application for membership being approved.

ARTICLE 4 - MEETINGS

- 4.01** The Annual General Meeting shall be convened in such place and such time as may be decided upon by the Board of Directors to receive reports of Officers and Committees, to elect Officers for the ensuing year and for all other general or special purposed relating to the membership and the Association's affairs. Notice of such Annual General Meetings shall be mailed to each member at least FIFTEEN (15) days prior to the date of the meeting.
- 4.02** General meetings shall be held at such times and places as the Board of Directors may determine and notices of such meetings shall be given to the members at least FIFTEEN (15) days in advance of such meetings.
- 4.03** Special General meetings of the Association shall be held upon the request of the majority of the Board of Directors, or of twenty-five percent (25%) of the members of the Association. Notice of all special general meetings shall be sent to each member at least FIFTEEN (15) days prior to the date of meetings and such meetings shall state the object of the meetings and the subject to be considered.
- 4.04** At all General or Special General meetings of the Association, TEN (10) voting members shall constitute a quorum.
- 4.05** Any person entitled to be present at any General meeting may submit any resolution to such meeting. Voting on any resolution properly submitted to any General or Special General meeting shall be limited as defined elsewhere in these By-Laws and shall be carried out by hand vote by the Chairman or on the demand of any FIVE (5) members in good standing present at such meeting.
- 4.06** In the case of a tie vote, the Chairman shall cast a further and deciding vote.
- 4.07** Claims of non-receipt of notice of General or Special meetings by any member or members shall not invalidate the proceedings of such a meeting.
- 4.08** The minutes of all General Meetings shall be mailed to the members within TEN (10) days of the conclusion of such General meeting and where the Association relates to a National Association, a copy thereof shall be sent to the proper officer of the National Association.

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ARTICLE 5 - ORDER OF BUSINESS

5.01 The order of business at General Meetings of the Association shall be as follows:

- (a) Roll Call
- (b) Introduction of New Members
- (c) Reading of Minutes of last General and of any intervening Special General meetings
- (d) Business arising out of the minutes
- (e) Report of Officers
- (f) Report of Committees
- (g) Unfinished Business
- (h) New Business
- (i) Election of Officers (if any)
- (j) Adjournment

5.02 The order of business at Special General Meetings of the Association shall be as follows:

- (a) Roll Call
- (b) Reading of Notice calling Meeting
- (c) Business stated in the Notice
- (d) Adjournment

5.03 Not-with-standing the provisions of Section 5.01 and Section 5.02 hereof, the Executive or the Board of Directors shall have authority to change the Order of Business at any meeting of the Association and to provide for a different Order of Business as may be desired.

ARTICLE 6 - FEES AND DUES

6.01 Membership dues shall be fixed by the Board of Directors with the approval of the General meeting or Special meeting being first obtained, on such basis as the General or Special meetings shall direct.

6.02 (a) An ordinary member affiliating with a non-member firm must contribute to the industry fund for all employees of these firms working with the tools of the trade.

(b) Honorary Life members shall not be required to pay fees or assessments.

(c) The Provincial Executive shall have the right to assess, in addition to the regular fees, all members of the Association, for the purpose of meeting any deficit or special expenditure. The amount of any Members assessment shall be determined by the ratio existing between the Membership fee paid by him and the total Membership fee of the Association.

(d) Wherever possible, any special assessment shall be brought up for approval of the membership prior to embarking on such an expenditure.

(e) The distribution of all membership fees and assessment shall be made as provided by resolution of the Provincial Executive.

(f) Not-with-standing the fixing of fees and dues payable by the membership of the Association, the Executive Committee may, in any case where a member has entered into a joint-venture operation with persons who are not members of the Association, make such special ruling as to the calculation of dues payable by such member with respect to work done on such joint-venture operation as the said committee shall deem proper.

6.03 Special assessment may be levied at any time and without limitation by the Executive Committee in conformity to the recommendations of a majority decision of the Board of Directors.

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- 6.04** The funds of the Association shall be expended by the Executive Committee for the operation of the Association including remuneration and expenses of the Officers and Directors and Employees of the Association in conformity with the authorities and responsibilities assigned to the committee.
- 6.05** For the purpose of carrying out its objects, the Association may, by the passing of a special resolution, borrow, raise or secure money in such manner as it sees fit, and in particular by the issue of debentures.
- 6.06** After coming into force of these By-Laws and subject to the provisions of the non-profit Business Corporations Act, no member of the Association is, in his individual capacity, liable for a debit or liability of the Association.
- 6.07** The Association may acquire and take purchase, donation, devise or otherwise all kinds of real estate and personal property, and may sell, exchange, mortgage, lease, let, improve and develop the same, and may erect and maintain any necessary buildings.
- 6.08** Because dues and assessments payable by members are debits due to the Association by the members, and because the ascertainment and calculation of such dues and assessments may be based on the number of employees of a member and the productive hours worked by such member's employees or upon such basis as the Board of Directors may from time to time decide, each member shall when requested provide the Association with a statement prepared by the member's auditor at the regular audit date for the member firm concerned, advising the productive labour hours worked in the preceding year by that member firm. In the event that a member fails to provide such statement, the expenses of any such audit to provide such statement by the members auditor or by such other person as the member and the Association shall agree upon or as directed by the Executive of the Association, should no agreement be reached, shall be paid for by the member.

ARTICLE 7 - MANAGEMENT OF THE ASSOCIATION

- 7.01** Management of the business and affairs of the Association shall be vested in the Board of Directors and the Board of Directors shall be competent and exercise all or in any of the authorities, powers and discretion and shall do all such acts and things as the Association is authorised by law to exercise and do, and may delegate any or all of their powers, except such as are herein specifically to be exercised by the Board of Directors, to an Executive committee, which shall consist of the Officers of the Association together with immediate Past President, and may from time to time evoke such delegations. The Executive committee shall, in the exercise of power so delegated, conform to any regulations that may from time to time be imposed upon it by the Board of Directors.
- 7.02** In the Provincial Association the Executive committee shall, without specific delegations:
- (a)** Supervise and control the daily affairs of the Association; and
 - (b)** Perform the duties imposed upon it by these By-Laws; and
 - (c)** Authorize and approve payment of current operating expenditures; and
 - (d)** Provide for the employment, remuneration, bonding and discharge of staff and the determination of duties of such staff.
- 7.03** The Executive committee may meet for the dispatch of business at such times as they deem fit, and may determine the quorum and procedures necessary for the transaction of business, and shall keep an accurate record of the proceedings of these matters.

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ARTICLE 8 - OFFICERS OF THE ASSOCIATION

- 8.01** The Officers of the Association shall be President, TWO (2) Vice Presidents, a Secretary and a Treasurer.
- 8.02** The President
- (a) Shall call, when so desired, or by his own initiative, all General and Special meetings of the Association, and shall preside as Chairman at same; and
 - (b) Shall preside as Chairman over all meetings of the Executive Committee and of the Board of Directors; and
 - (c) Shall be an ex-officio member of all other committees; and
 - (d) Shall perform such duties as are normally indicated by the title consistent with these By-Laws and as from time to time assigned by the membership.
- 8.03** The Vice-Presidents, in order of their position of First and Second Vice-Presidents:
- (a) Shall perform the duties of the President, in the event of inability of the President to do so and for this purpose shall be vested with powers and authorities of the President for the time or specific action required;
 - (b) Shall carry out such other duties as may be required or assigned from time to time by the membership.
- 8.04** The Treasurer
- (a) Shall arrange for the proper collection, safekeeping, banking and disbursement of the funds of the Association and for this purpose, shall keep and maintain in good order, books of account in which shall be recorded all financial transactions, and shall make a full report of such funds and accounts as the Board of Directors, or the Executive Committee or General membership shall require; and
 - (b) Shall be responsible together with the President to authorize signing officers for all cheques drawn upon the Association funds; and
 - (c) Shall arrange for the review of the Association's books as prescribed by these By-Laws; and
 - (d) Shall turn over to his successor upon the expiry of, or upon the relinquishment or termination of his office, all funds accounts, books, receipts, records and other documents or property of the Association which he may have in his custody or control; and
 - (e) Shall be capable of and agreeable to bonding; and
 - (f) Shall perform all the usual duties of the Treasurer and such other duties as may be required or assigned from time to time.
- 8.05** The Board of Directors may designate that the office of Secretary and Treasurer be combined.
- 8.06** The Executive Committee shall consist of the President, Vice Presidents, Secretary, Treasurer, or Secretary-Treasurer and the Immediate Past President.
- 8.07** The Board of Directors shall be entitled to empower the Manager of the Association, if any, with the full authority to act as the Secretary or the Treasurer of the Association exercising all of the powers of the Secretary or Treasurer, as herein provided, and to execute all documents for and on behalf of the Association, as Secretary or Treasurer. Such official shall be entitled to attend meetings of the Executive or the Directors, when invited to do so, and may take part in the discussion thereat, but shall not be entitled to vote on any matter.

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ARTICLE 9 - BOARD OF DIRECTORS

- 9.01** (a) The Board of Directors shall consist of the Officers, the immediate Past President and the elected Directors (Provincial and National). The President shall preside at all meetings of the Board of Directors and in his absence, the Vice-Presidents, in order of position, shall preside.
- (b) The Directors sitting on the Board of Directors shall consist of such number of Directors as may be decided from time to time by any General Meeting or by any Board of Directors in office and for this purpose, the Board of Directors in General office and for this purpose, the Board of Directors or General meeting may designate the number of Directors to be elected at large
- 9.02** A quorum of the Board of Directors shall consist of 40% of the members of the board, provided that such numbers shall not consist of less than THREE (3).
- 9.03** The Board of Directors shall meet at such time and at such place as deemed fit and necessary for the dispatch of the business of the Association.
- 9.04** The Board of Directors shall carry out the directions of the membership as given from time to time by resolution duly passed at any General Meeting or Special General Meeting of the members and will carry out and perform all matters required of the Board of Directors by these By-Laws passed hereunder, and the Board of Directors shall have the authority to exercise all of the powers granted to the Association whether specifically empowered to do so or not, subject to the acts of the Board of Directors being approved or set aside at the next annual meeting of the Association.
- 9.06** All Officers and Directors handling negotiable assets of the Association shall be bonded as may be determined by the Board of Directors and the expense of such bonding shall be borne by the Association.
- 9.07** Should any vacancy occur in the Office of President, 1st Vice-President, 2nd Vice President, Treasurer or Secretary, the remaining Provincial Executive shall have the right to appoint one of their own to fill such vacant office for the expired term.
- Should any vacancy occur, or be declared on the Provincial Executive, the remaining members of the Provincial Executive shall have the right to request the appointment of an ordinary member from the District in which the vacancy occurred, to fill the office for the unexpired term.

ARTICLE 10 - ELECTIONS

- 10.01** The election of officers shall take place annually at the Annual General Meeting, and for this purpose, the President shall appoint a nominating committee consisting of a Past President and at least TWO (2) members at large to prepare nominations for submission to the Annual General Meeting.
- 10.02** (a) A duly named representative of a member shall be eligible for election as an officer of the Association or as a Director of the Association.
- (b) Only one duly named representative of a member in good standing shall be eligible for election as an officer.
- (c) Not more than one duly named representative of a member shall be eligible for election as a Director.
- 10.03** The nominating committee shall present to the Annual General Meeting the names of candidates for each elective office, and shall have obtained the prior consent of the persons so nominated. Provided further, that if additional Locals are established, the number of Directors to be elected from each may be specified, and for this purpose, the total number of Directors may be increased at any time. Any General Meeting of the Association may, by resolution decide whether the Officers shall be elected at large or whether they shall be elected by the Board of Directors from amongst its members. In addition to the foregoing, any General Meeting of the Association may direct that a specified number of Directors be elected from each Local and that a specified number of Directors be elected at large.

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- 10.04** At the Annual General Meeting, additional nominations shall be received from the floor provided always that the member or members so nominated shall have consented to their respective nomination.
- 10.05** The nominating committee shall act as a team of scrutinizers to total the ballots and the Chairman of such committee shall advise the meeting of the results of such vote at the annual meeting.
- 10.06** In the event of an officer or Director vacating his office for any reason, the Board of Directors shall have power, subject to section 3.10, to appoint another member to fill the position or direct that an election be held and the member so appointed or elected shall hold office until the next Annual General Meeting.
- 10.07** All elected Officers shall be elected for a two (2) year term which shall continue until re-election or until a successor has been elected, but in no case shall an Officer hold the same office for more than six (6) consecutive years.

ARTICLE 11 - SPECIAL AND STANDING COMMITTEES OR TASK FORCES

- 11.01** There shall be such of the following standing committees or task forces as the Board of Directors may, from time to time, decide:
- Membership Services –
1. Marketing Service & Research
 - Management Training & Research
 - Manpower Training & Research
 - Contracts & Bidding
 2. Communications - Public Relations
 - Legislation
 - Labour Relations
 - Industry Relations
 3. Administrative - Technical Services & Research
 - Convention
 - Nominations & Qualifications
 - Resolutions & Constitution
- 11.02** They shall consider and deal with the matters indicated by their respective designations and shall receive instructions from, and report on same to the governing body of the Association.
- 11.03** The chairman of these standing committees or task forces shall be appointed each year by the Chairman as soon as practical after the Annual General Meeting and shall be appointed from the Directors.
- 11.04** The Chairman appointed may add to the committee or task force membership from the general membership.
- 11.05** The Chairman shall, with the approval of the Executive and Directors, appoint such standing or special committees or task forces as may from time to time be necessary for the purpose of the Association.

ARTICLE 12 - AUDIT

- 12.01** An Auditor shall be appointed at the discretion of the Board of Directors and his remuneration shall be approved by same. The auditor's duties shall be to maintain opportunity of audit, vouchers and accounts of the Association, to certify to the correctness of the balance sheet, to examine and verify the valuation at which the Association's assets are carried. The books and records of the Association may be inspected by any member upon giving reasonable notice and arranging a time satisfactory to the Officer of Officers having charge of same. Every member of the Board of Directors shall at all times, have access to such books and records.

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ARTICLE 13 - AFFILIATIONS

13.01 Affiliations in agreement with the objects of the Association may be made or terminated by two-thirds majority vote of the membership in attendance at any General or Special Meeting, provided, however; that FIFTEEN (15) days notice of such a motion has been published to all members prior to such meetings. While such affiliations exist, the terms of the affiliations shall be binding to all members.

ARTICLE 14 - ARBITRATION

14.01 In any dispute arising out of the affairs of the Association and between any member of the Association or between:

- (a)** A member or person who is aggrieved and who has for not more than six (6) months ceased to be a member, or
- (b)** A person claiming through the member or aggrieved person or claiming under the By-Laws of the Association, and the Association or an Officer or Director of the Association, shall be decided by Arbitration and the provisions of the Arbitration Act of Saskatchewan as may be amended from time to time shall apply.

ARTICLE 15 - VALIDITY OF ACTS

15.01 All acts bona fide done by any meeting of Directors or by a Committee of Directors, or by any person acting as a Director, shall, not-with-standing if it be afterwards discovered that there was some defect in the appointment of any Director or Person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed, and was qualified to be a Director.

ARTICLE 16 - PROCEDURE

16.01 In the event of any question arising as to matters of procedure and rules of order, the current edition of Roberts Rules of Order Revised shall prevail in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of this Association.

ARTICLE 17 - SEAL

17.01 Documents issued by the Association shall be certified with the Seal of the Corporation at the discretion of the Board of Directors. The Seal shall be such form as may be determined by the Board of Directors.

ARTICLE 18 - AMENDMENTS

18.01 These By-Laws may be altered, added to or rescinded at any General or Special Meeting by the passing of an extraordinary resolution providing for such amendment upon an affirmative two-thirds vote of the membership in attendance at such meeting, provided, however; that FIFTEEN (15) days clear notice of such motion prior to such meeting must be given.

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ARTICLE 19 - LEGAL PROCEEDINGS

19.01 Upon action being commenced either against a member, a Local Association, or the Provincial Association or any combination thereof, the Directors shall consider whether to settle the same, either on behalf of the Association, a Local Association or a member, and for such purpose, shall be entitled to employ assistance and to expend funds of the Association in payment of the costs thereof, or to otherwise deal with any dispute from which an action might arise, as the Directors shall consider necessary. In the event that a Judgement is recovered against the Association the Directors shall be entitled to appeal the same or to pay the amount thereof and shall be entitled to raise any funds necessary by a special assessment of all members as the case may be. The Directors shall be entitled to appeal the same or to pay the amount. In the event that the Association becomes involved in litigation or becomes subject to a judgement for the payment of money or incurs legal costs in connection with any act, matter or thing arising by virtue of any act or failure to act by any member, such member shall indemnify the Association respecting all expenses, costs or payments of moneys that may arise.

ARTICLE 20 - DISMISSAL OR REMOVAL OF DIRECTOR

20.01 The Local Association electing a Director or the Board of Directors appointing a Director shall be entitled to dismiss such Director, in addition to all other grounds herein provided, if such Director is absent without acceptable excuse from TWO (2) consecutive Director's meetings.

ARTICLE 21 - SECRET BALLOT VOTING

21.01 In the taking of any secret ballot, the ballot shall be prepared in such a way that those entitled to vote shall be able to mark the ballot with an "X" designating their choice, and all such ballots shall be marked with an "X" and in no other way.

ARTICLE 22 - VOTING

22.01 Upon any vote being taken, either for the electing of an Association official or on a matter of decision by the Association of any matter, the Chairman shall announce the results thereof and the announced decision shall be final and conclusive, except that a recount of the ballots may be demanded by FIVE (5) or more members in good standing within a period of THREE (3) hours following the announcement, but not later or otherwise.

ARTICLE 23 - NOTICE OF DIRECTOR'S MEETING

23.10 Where possible, the notice of Directors' meetings shall be given to the members of the Board of Directors as far ahead of the meeting as is possible and either by writing, telephone or otherwise as may be necessary, but the failure to give such notice shall not affect in any way the validity of any Directors' meeting.

ARTICLE 24 - SIGNING AUTHORITIES

24.01 The Directors, in passing any resolution involving the execution of any document the Association, may designate the members of the Board of Directors to execute such document, but failing such designation, all documents of every kind and description may be executed and the Seal of the Association affixed thereto by the President or Vice-President and the Secretary.

ARTICLE 25 - BANKING

25.01 The Association, shall be entitled to open such Bank Account or Bank Accounts, and in such place, or places, as may from time to time be designated by the Board of Directors.

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ARTICLE 26 - SECURITIES INVESTMENTS

- 26.01** Upon any funds of the Association being invested in securities, such investment shall not be made without the approval of the Board of Directors and in the event that the Board of Directors decides to invest funds in any securities, it shall name not less than TWO (2) members of the Board of Directors as Security Trustees for the purposes of purchasing the same, of selling the same or reinvesting the funds from any securities for and on behalf of the Association.