

# Bylaws of



The Mechanical Contractors  
Association of Saskatchewan Inc.  
Revised March 2025

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## Bylaws of the Association:

A bylaw relating generally to the organization and the transaction of the affairs of The MECHANICAL CONTRACTORS ASSOCIATION OF SASKATCHEWAN (herein referred to as) the "Association"

### ARTICLE 1 - INTERPRETATIONS

#### 1.01

**Definitions:** In this Bylaw and all other Bylaws 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 Inc., a corporation, incorporated under the Act dated October 27, 1980;

**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;

**Director of 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;

The following terms as used in these regulations apply:

**The Association:** Shall mean Mechanical Contractors Association of Saskatchewan Incorporated;

**National Association:** Shall mean Mechanical Contractors Association of Canada;

**Words:** Importing – the masculine pronouns shall include the feminine; gender neutral and two-spirit pronouns as well as any other identity.

**Words:** Importing - person or persons shall include firms, partnerships, corporations and incorporated companies.

## **ARTICLE 2 – TRANSACTIONS OF THE AFFAIRS OF THE ASSOCIATION**

- 2.01 Seal:** The Common Seal of the Association. The seal shall remain at the Association head Office.
- 2.02 Emblems:** The Association emblems, logos and branding may be used by any member of the Association as defined within policy of the Association.
- 2.03 Financial Year:** The financial year of the Association shall end on the last day of December in each year.

## **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 Bylaws and the Articles of Continuance of the corporation, and in the manner provided for, therein be eligible for membership in the Association as defined in Article 4 of these bylaws.
- 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 Bylaws or the Articles of Continuance of the Association.
- 3.03** 3.03 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. Assessments for those seeking membership as a Contractor member are to include the following:
1. Applicant to provide list of journeypersons including their journeyperson number who are qualified to work in the trades listed on the membership application.
    - a. Contractors who work on AC units with less than 5.0 tonnes of cooling will be required to provide the CFC # of staff who work on those units.
    - b. Contractors who work on AC units with greater than 5.0 tonnes of cooling will be required to provide the Journeyperson number for their Refrigeration Mechanic(s) on staff.
  2. Applicant to provide a copy of a WCB Clearance Letter. Applicants who do not pay into WCB will be required to provide a Letter of Exemption from WCB.

3. Applicant to provide a copy of business license. If a business license is not required in the area where the business is located, they will be required to submit a letter from the Municipality that the license is not required. MCAS to provide a form letter.

4. Applicant to provide proof of a minimum of \$2,000,000 in general liability insurance.

5. The applicant will be required to sign off on an MCAS provided letter outlining that they follow Saskatchewan Occupational Health and Safety standards. If they are COR or SECOR certified that information should be provided.

6. MCAS to confirm that the applicant is current in Association Dues.

7. MCAS to confirm through the Technical Safety Authority of Saskatchewan that at the time of application, there are no outstanding bond actions.

8. The principal owner or their representative will be required to sign the MCAS Code of Ethics.

Members will be required to provide the above information annually to renew their membership in the Mechanical Contractors Association of Saskatchewan Inc.

- 3.04** 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 Bylaws 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. A former member may rejoin the Association provided he applies to the Board of Directors and complies with the conditions that may be determined by the Board of Directors for re-admission to membership, and provided further, that he qualifies for membership under provisions of these Bylaws 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.

- 3.05** 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.

- 3.06** Upon application for membership being accepted a contractor member shall be named on the list to the head office of the National Association immediately upon his application for membership being approved.

## **ARTICLE 4: CLASSES OF MEMBERSHIP**

- 4.01** Membership in the Association shall consist of the following classes:
1. Contractor Members as defined in 4.02
  2. Trade Partner Members as defined in 4.03
  3. Affiliated Members as defined in 4.04
  4. Professional Members as defined in 4.05
  5. Honorary Life Members as defined in 4.06

- 4.02** Contractor 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. Contractor members are engaged in the installation, service and maintenance of systems including but not limited to specialized piping and equipment, plumbing, heating, ventilation, air conditioning and refrigeration.

The Board of Directors, shall upon accepting application for Contractor membership, issue a Contractor Member a membership certificate with the words "Contractor Member" noted thereon.

- 4.03** The Board of Directors shall be entitled to establish a group of members to be known as Trade Partner Members who shall consist of members who do not qualify as Contractor 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 contractor members, but are acceptable to the Association as technical and subtrades who support and 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 to attend annual general meetings and special meetings.

Trade Partner members shall be eligible to hold ONE (1) seat on the Board of Directors of the Association provided, however, that the number of Trade Partner members does not exceed more than ONE (1) person. Only the elected or appointed Trade Partner member shall have the right to vote at meetings of the Association however, they shall they not be eligible for election to any office of the association including the positions of President, Vice President and Secretary Treasurer.

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

- 4.04** The Board of Directors shall be entitled to establish a group of members to be known as Affiliate Members who shall consist of members who do not qualify as Contractor 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, to attend annual general meetings, special meetings.

Affiliate members shall be eligible to hold ONE (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.

Only the elected or appointed Affiliate member shall have the right to vote at meetings of the Association however, they shall not be eligible for election to any office 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 meetings of the Association and shall have the right to vote at such general meetings. The Board of Directors, shall upon accepting application for affiliate membership, issue an Affiliate Member a membership certificate with the words "Affiliate Member" noted thereon.

- 4.05** The Board of Directors shall be entitled to establish a group of members to be known as Professional Members who shall consist of members who do not qualify as Contractor Members by reason of not being actually engaged in operations as plumbing and mechanical contractors or otherwise, not qualifying under these Bylaws or Articles of Continuance of the Association as Contractor Members, but are acceptable to the Association as a profession related to mechanical contracting that is recognized by the Board of Directors, and who are employed in or provide services to the mechanical industry. The Board of Directors, upon accepting the application of a person, firm or partnership or corporation, shall be entitled to establish such fees, dues or assessments as appropriate for such class of membership to attend annual meetings of the Contractor Members of the Association.

Professional members shall be eligible to hold ONE (1) seat on the Board of Directors of the Association provided, however, that the number of Professional members does not exceed more than ONE (1) person. Only the elected Professional member shall have the right to vote at meetings of the Association however, they shall not be eligible for election to any office of the association including the positions of President, Vice President and Secretary Treasurer.

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

- 4.06** Any person may be made an Honorary Life Member of the Association subject to these Bylaws and the Articles of Continuance, by a majority vote of the Board of Directors. An Honorary Life Member shall be entitled to attend all meetings of the Association. 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. Honorary Life Members shall not be required to pay a membership fee to the Association.
- 4.07** 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.
- 4.08** 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. The Board of Directors will refer to the disciplinary policy of the Association.

## **ARTICLE 5 - MEETINGS**

- 5.01** 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 communicated to each member at least THIRTY (30) days prior to the date of the meeting.

- 5.02** 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 communicated to each member at least THIRTY (30) days prior to the date of meetings and such meetings shall state the object of the meetings and the subject to be considered.
- 5.03** At all general or special general meetings of the Association, TEN (10) voting members shall constitute a quorum.
- 5.04** Any member has the right to submit any resolution to the Board of Directors seven days in advance of any general or special general meeting of the Association. The Board of Directors has the right to refuse to advance the resolution to such meeting.
- 5.05** In the case of a tie vote, the Chairman shall cast a further and deciding vote.
- 5.06** 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.
- 5.07** The minutes of all general meetings shall be communicated upon request from a member in good standing within THIRTY (30) days of such a request.

## **ARTICLE 6 - ORDER OF BUSINESS**

- 6.01** The order of business at General Meetings of the Association shall be as follows:
  - (a) Introduction of New Members
  - (b) Review Minutes of last general and of any intervening special general meetings
  - (c) Business arising out of the minutes
  - (d) Report of Officers
  - (e) Report of Committees
  - (f) Unfinished Business
  - (g) New Business
  - (h) Election of Officers (if any)
  - (i) Adjournment
- 6.02** 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
- 6.03** 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 7 - FEES AND DUES**

- 7.01** Membership dues shall be fixed by the Board of Directors as they deem necessary.
- 7.02** (a) The Board of Directors 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 method of determination will be sent by the Board of Directors.  
(b) Wherever possible, a Contractor Member should receive notice of a special assessment prior to embarking on the expenditure.  
(c) The distribution of all membership fees and assessment shall be made as provided by resolution of the Board of Directors.
- 7.03** Special assessment may be levied at any time and without limitation in conformity to the recommendations of a majority decision of the Board of Directors.
- 7.04** The funds of the Association shall be expended by the Board of Directors 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 Board of Directors.
- 7.05** 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.
- 7.06** After coming into force of these Bylaws 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.
- 7.07** 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.
- 7.08** 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 total payroll wages reported to the Workers Compensation Board by the member, the Board of Directors may request that the member provide the Association with said WCB Payroll Statement advising the payroll. In the event that a member fails to provide such statement, the Board of Directors may determine the dues owing the Association until such time as the WCB Payroll Statement is provided.

## **ARTICLE 8 - MANAGEMENT OF THE ASSOCIATION**

- 8.01** 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 authorized 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.
- 8.02** The Board of Directors shall govern the affairs of the Association through oversight, insight and foresight functions. The Board shall create and adhere to policy which details these functions,

defines their relations between the membership and the Executive Director as well as how they meet the objective of the Association. The authority of the Board of Directors remains in the Board. No one member of the Board of Directors carries authority for the Board of the Association.

## **ARTICLE 9 - OFFICERS OF THE ASSOCIATION**

**9.01** The Officers of the Association shall be elected for a two-year term.

**9.02** 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 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 Bylaws and as from time to time assigned by the membership.

**9.03** 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.

**9.04** The Treasurer, shall be the immediate Past President

- (a) Shall arrange for the proper collection, safekeeping, banking and disbursement of funds of the Association and for this purpose shall 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 bank accounts as the Board of Directors or Contractor 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 provide a recommendation for the review of the Association's books as prescribed by these bylaws; 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.

**9.05** The Board of Directors may designate that the office of Secretary and Treasurer be combined.

**9.06** The Board of Directors shall consist of the President, Vice Presidents, Secretary, Treasurer, or Secretary-Treasurer and the Immediate Past President as well as Directors at large.

The Board of Directors shall be entitled to empower the Chief Staff Officer 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 Board of Directors, when invited to do so, and may take part in the discussion thereat, but shall not be entitled to vote on any matter.

## ARTICLE 10 - BOARD OF DIRECTORS

- 10.01** The Board of Directors should consist of a range of NINE (9) to THIRTEEN (13) members.
- 10.02** (a) The Board of Directors shall consist of the Officers, the immediate Past President and the elected Directors. The President shall preside at all meetings of the Board of Directors and in his absence, the Vice-President, 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 or General Meeting may designate the number of Directors to be elected at large.
- 10.03** A quorum of the Board of Directors shall consist of 50% of the members of the board provided that such numbers shall not consist of less than FIVE (5).
- 10.04** The Board of Directors shall meet a minimum of FIVE (5) times a year which includes the Annual General Meeting.
- 10.05** 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 Bylaws 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.
- 10.06** 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.
- 10.07** Should any Director vacancy occur on the Board of Directors the Board of Directors has the right to fill such vacant position for the expired term.
- 10.08** The Board of Directors will appoint a representative from the Women in Mechanical Contracting Committee to the MCAS Board of Directors. The representative will attend board meetings, though the position will be non-voting.

## ARTICLE 11 - ELECTIONS

- 11.01** 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.
- 11.02** (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.

- 11.03** 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.
- 11.04** 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.
- 11.05** 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.
- 11.06** In the event of an officer or Director vacating his office for any reason, the Board of Directors shall have power, subject to section 10.7, 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.
- 11.07** 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 12 - SPECIAL AND STANDING COMMITTEES OR TASK FORCES**

- 12.01** 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.
- 12.02** The Chairman of these standing committees or task forces shall be appointed each year by the President as is practical and shall be appointed from the Directors.
- 12.03** The Chairman appointed may add to the committee or task force membership from the general membership.
- 12.04** The Chairman shall, with the approval of the Board of 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 13 - AUDIT**

- 13.01** An accredited accounting firm shall be appointed at the discretion of the Board of Directors and his remuneration shall be approved by same. The firm's duties shall be to maintain opportunity of audit, annual review of 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 Chief Staff Officer and Secretary/Treasurer having charge of same. Every member of the Board of Directors shall at all times, have access to such books and records. The firm should be appointed at the Annual General Meeting.

## **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 Bylaws 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, notwithstanding 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 bylaws may be altered, added to or rescinded at any general or special meeting by the passing of an extra-ordinary resolution providing for such amendment upon an affirmative TWO-THIRDS (2/3) vote of the membership in attendance at such meeting, provided; however; that THIRTY (30) days, clear notice of such motion prior to such meeting must be given.

## **ARTICLE 19 - LEGAL PROCEEDINGS**

- 19.01** Upon action being commenced either against a member or the Provincial Association or any combination thereof, the Directors shall consider whether to settle the same, either on behalf of the 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 judgment 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 judgment 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 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**

- 23.01** Where possible, the notice of Directors' meetings shall be communicated to the members of the Board of Directors ONE (1) month prior to the meeting.

## **ARTICLE 24 - SIGNING AUTHORITIES**

- 24.01** The Directors, must identify by resolution the documents that are required to have the Seal of the Association affixed. This resolution shall then be identified to the Chief Staff Officer of the association by the Treasurer.

## **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.

## **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.