

MECHANICAL CONTRACTORS ASSOCIATION OF MANITOBA Inc.

GENERAL BY-LAW NO. 1

Whereas THE MECHANICAL CONTRACTORS ASSOCIATION OF MANITOBA INC has been duly incorporated by Letters Patent under the law of the Province of Manitoba pursuant to Part III of the Companies Act.

AND WHEREAS the Directors of the Association are authorized to enact By-laws to regulate the conduct of the affairs of the Association:

NOW THEREFORE BE IT ENACTED:

ARTICLE I – NAME

1.1 The name of the association is MECHANICAL CONTRACTORS ASSOCIATION OF MANITOBA INC. (hereinafter referred to as MCAM)

ARTICLE II – OBJECTIVE OF MCAM

2.1 MCAM is an autonomous, non-profit organization created as per the Letters Patent to “support and promote the advancement of the plumbing, heating, pipefitting and mechanical industries and the association and its membership.” The vision of MCAM is for qualified MCAM members to deliver safe and essential mechanical systems, services and products in commercial, institutional, residential and industrial applications. MCAM will work to achieve this vision through their mission of being the unified voices of and provide leadership for the mechanical contracting industry in Manitoba.

2.2 The Board of Directors will review the relevancy of the objectives and establish key result areas to focus the work of the association on a regular basis. This will be achieved by creating and adhering to Board Policy which is based on a minimum 5-year cycle.

2.3 MCAM chooses to be a member of the Mechanical Contractors Association of Canada (MCAC) as the objectives of MCAC are consistent with those of MCAM.

ARTICLE III – OFFICE

3.1 The Head Office of the Association shall be situated in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Directors of MCAM may from time to time decide.

ARTICLE IV – SEAL

4.1 Documents issued by MCAM shall be certified with the Seal of the Corporation at the discretion of the Board of Directors. The seal shall be in such form as may be determined by the Board of Directors.

ARTICLE V – MEMBERSHIP

5.1 Mechanical Contractors are engaged in the installation, service and maintenance of systems; including but not limited to specialized process piping and equipment, plumbing, heating, ventilation, air

conditioning, fire suppression, automated controls, refrigeration, insulation and independent testing and balancing.

5.2 A person, firm, partnership or corporation involved in one or more aspect of Mechanical Contracting or who is a supplier or a service provider to a Mechanical Contractor, may be eligible for membership to MCAM.

5.3 MCAM members value ethical standards, union and non-union members, maintaining professional standards, being membership driven, partnerships and quality workmanship. Standards of membership will be defined by the Board of Directors through board policy. Board policy will reflect, at minimum, the legislative or by-law standards required of the potential member by the municipal, provincial and federal governments.

5.4 Membership Categories:

- I. **CONTRACTOR MEMBERS:** Contractor members are engaged in the installation, service and maintenance of systems; including but not limited to specialized process piping and equipment, plumbing, heating, ventilation, air conditioning, fire suppression, automated controls, refrigeration, insulation and independent testing and balancing.
- II. **ASSOCIATE MEMBERS:** Associate members are members who are not actively engaged in one of the defining functions of mechanical contracting; however, are acceptable to the Board of Directors as a member associated to mechanical contracting as either a supplier or service provider.
- III. **TRADE AFFILIATE MEMBERS:** Affiliate members are Trade Associations engaged in activities related to the Mechanical Contracting industry.
- IV. **PIONEER MEMBER:** Pioneer members may be conferred on an individual who is being recognized for their outstanding contribution to the work of the industry. The Board of Directors will create and adhere to policy that allows for a nomination procedure for PIONEER MEMBERSHIP.

5.5 Affiliations – Trade Affiliate Members and affiliations with other Association in agreement with the objectives of MCAM may be made or terminated by the Board of Directors.

5.6 Application for membership (excluding Pioneers) shall be made through the MCAM office. The Board of Directors will create and adhere to policy which outlines the membership application and approval process.

ARTICLE VI – FEES

6.1 In establishing the basis of fees, a flat fee together with an assessment of productive labour or any variation or combination of same may be applied.

6.2 The structure of Membership Fees shall be as follows:

- I. **CONTRACTOR MEMBERS:**
 - a. Union Contractor Member Fee: will pay monthly payment to the industry fund based on the number of hours worked by a member's employees working with "the tools of the trade".

- b. Non-Union Contractor Member Fee: will pay a flat fee at the beginning of the fiscal year. Fees will be prorated for members joining after January 31st. The first-year membership dues will be 50% of the regular annual rate.
- II. **ASSOCIATE MEMBER:** will pay a flat fee at the beginning of each fiscal year. Fees will be prorated for members joining after January 31st.
- III. **AFFILIATE MEMBER:** will pay a flat fee at the beginning of each fiscal year. Fees will be prorated for members joining after January 31st.
- IV. **PIONEER MEMBER:** Pioneer Members shall not be required to pay fees or assessments.

6.3 Changes to membership dues or special assessments shall be recommended by the Board of Directors for approval at the MCAM Annual General or Special Meetings through motion.

ARTICLE VII – DISCIPLINE OR SUSPENSION OF MEMBERSHIP

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

- I. The member has ceased to qualify for membership in MCAM; or
- II. The member has refused or failed to comply with any provision of the MCAM by-laws; or
- III. The member has failed to comply with any provisions of the MCAM code of ethics or with the accepted and established principles and practices of the trade, or where the conduct of the member is inimical to the interest of the trade, MCAM or an MCAM member; or
- IV. Where the prescribed dues remain unpaid in whole or in part for a period exceeding One Hundred and Twenty (120) days after the date designated for payment of; or,
- V. Where a member has been adjudged bankrupt proceedings under the Bankruptcy Act of Canada or has made an authorized assignment under the said Act; or,
- VI. Where a member has acted in a manner contrary to an Agreement entered into by MCAM, or where a member has performed any act detrimental to MCAM or its membership.
- VII. In the event a member is suspended and subsequently reinstated, such member shall remain obligated to pay all outstanding dues, assessments or levies which shall constitute a debt due and owing by the member to MCAM and be recoverable as such.

7.2 In the event of a suspension as per article 7.1, the member has the right to a hearing. The Board of Director will create and adhere to such policy.

7.3 In the event of the suspension of a member, the member may within ten days of the date of the mailing of the notice of the suspension request in writing the decision of the Board of Directors be appealed to a Board of Arbitrations. This request shall proceed immediately under the terms and provision of the Arbitration Act of the Province of Manitoba. The decision of such Board to be rendered within twenty-one days of the mailing of the Notice of the Member, the decision of which shall be final and binding.

7.4 A member who resigns or is expelled from membership shall, upon the written request of a duly authorized officer of MCAM, return to MCAM all documents and property of MCAM which they may have in their custody or control.

ARTICLE VIII – GENERAL MEETINGS OF MCAM MEMBERSHIP

8.1 Entitlement to Vote – All members as defined in Article V, except for the Pioneer Members, are entitled to vote. Whereby the membership is that of a firm, partnership or corporation, each member of the firm or partnership and each Director or Officer of a corporation shall be entitled to vote. However, if more than one representative of the member firm, partnership or corporation is present at a meeting, only one vote per member is permitted. Authority of such person to represent the member may be certified in writing.

8.2 Voting – In 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.

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.

8.2 Quorum – For all meetings of MCAM, seven (7) voting members shall constitute a quorum.

8.3 In the case of a tie vote, the chairman of the meeting shall cast the deciding vote, otherwise the chair shall not vote.

8.4 Claims of non-receipt of general or special general meetings by any member or members shall not invalidate the proceedings of such a meeting.

8.5 Annual General Meeting (AGM) – The fiscal year of MCAM shall commence on the 1st day of January of each year. The AGM, reporting on the past fiscal year shall be held prior to the end of April of the new fiscal year. The location of the meeting shall be within the Province of Manitoba. Notice of the meeting shall be provided to each member at least fifteen (25) days in advance of the meeting.

The purpose of the AGM shall be to account to the membership the progress the Board of Directors has made in achieving the objectives of MCAM, the fiscal activities of the previous year and to elect the Board of Directors.

The Order of Business for the AGM shall be as follows:

- I. Call to Order
- II. Establish Quorum
- III. Approval of Agenda
- IV. Approval of Minutes of Previous AGM and Special meeting held since the previous AGM
- V. Presentation for Information
- VI. Business Arising out of Minutes
- VII. President’s Report
- VIII. Treasurer’s Report
- IX. National Director’s Report
- X. MCA Canada Report
- XI. Executive Director’s Report
- XII. Committee Reports

- XIII. Affiliate Member Reports
- XIV. External Committee Reports
- XV. New Business
- XVI. Motions (Elections of Officers and Board of Directors, Destroy ballots, Fee Increases, Bylaw Changes, appointment of Chartered Professional Account to perform Review Engagement Report)
- XVII. Adjournment

The minutes of all General Meetings shall be distributed to the members within ten (10) days of the conclusion of such General Meeting and where the minutes refer to the National Association, a copy thereof shall be send to the proper Officer of the National Association.

8.6 Special Meetings of the MCAM – Special Meetings of MCAM shall be held upon the request of the majority of the Board of Directors, or twenty-five percent (25%) of the members of MCAM (as defined in Article V, except for the Pioneer Members). Notice for Special Meetings shall be sent to each member at least seven (7) days prior to the date of the meeting. The seven (7) days shall begin from the date the notice was sent. Such notice shall state the date, time, location and objective of the meeting.

The Order of Business for a Special Meeting shall be as follows:

- I. Call to Order
- II. Establish Quorum
- III. Reading of Notice
- IV. Business Stated in Notice
- V. Motions arising from item IV
- VI. Adjournment

ARTICLE IX – BOARD OF DIRECTORS

9.1 Governance – 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 relationship 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 carries authority for the Board or MCAM.

9.2 Composition – The Board of Directors shall create and adhere to policy which develops a Board Skills Matrix. The matrix will ensure the Board represents a cross section of the Mechanical Contracting Industry with an extensive skill set. The Board shall consist of not less than sixteen (16) persons; filling the positions of President, Past President, Treasurer, 1st Vice-President, 2nd Vice-President, National Director, Chair of the Associate membership committee, Chair of the Service Contractors Committee and 8 Directors at large. In addition to the minimum 16 members, a representative nominated by each of the affiliate members will be eligible for a position on the Board of Directors as Directors at Large in addition to the eight (8).

9.3 Eligibility to serve as a member of the Board of Directors – All members as defined in Article V, except for Pioneer Members, are eligible to serve as a member of the Board of Directors or in the case of the Affiliate members, nominate a representative of the association for consideration to serve as a member of the Board of Directors. Whereby the membership is that of a firm, partnership or corporation, each member of the firm or partnership; or each Director of Officer of a corporation shall

be eligible to serve as a member. However, a member may hold a maximum of two (2) positions on the Board of Directors. If both the board members from the member firm partnership or corporation are present at a meeting, only one vote per member is permitted.

9.4 Voting – Each member of the Board has one vote including each of the Officers, Directors at Large and Affiliate representative, except for a member company holding more than one positions. In such instances, one vote per member is permitted. The more senior board member in terms of position followed by years of service on the Board shall be allotted the casting vote. In the case of a tie vote, the chairman will cast the deciding vote, otherwise the chair shall not vote.

9.5 Officers – The Officers of MCAM shall be the Past President, President, 1st Vice-President, 2nd Vice-President, Treasurer and Executive Director.

- I. The President
 - Shall call the Annual General Meeting and Special Meetings of MCAM and shall preside as Chairman at same
 - Shall preside as Chairman over all meetings of the Board of Directors
 - Shall be an ex-officio member of all committees
 - Shall perform such duties as are normally indicated by the Title consistent with these By-laws and as may be from time to time assigned by the Board of Directors
- II. Past President
 - The Past President shall be an ex-officio member of all committees and shall be entitled to attend all meetings and to vote on all matter considered at such meetings.
- III. 1st and 2nd Vice – President
 - Shall perform the duties of the President in the event the President is unavailable
 - Shall carry out such other duties as may be required or assigned from time to time by the Board of Directors
- IV. Treasurer
 - Shall arrange for the proper collection, safekeeping, banking and disbursement of the funds of MCAM
 - Shall keep and maintain a record of 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
 - Shall participate actively in the review of membership fees
 - Shall together with such other officers of MCAM as may be designated from time to time by Resolution of the Board of Directors, act as an authorized signing officer for all cheques drawn upon MCAM funds
 - Shall arrange for the review of MCAM’s finances as prescribed by these By-laws
 - Shall turn over to his successor upon the expiry of, or upon the relinquishment or termination of his term of office, all funds, accounts, books, receipts, records, and other documents or property of MCAM which he may have in his custody or control; and
 - Shall be bonded; and,
 - Shall perform all the usual duties of the Treasurer and such other duties as may be required or assigned from time to time.
- V. Executive Director

- The Board of Directors shall employ an Executive Director to organize and manage the general activities of the association and perform the duties of Secretary as required by legislation.
- Through policy created and adhered to by the Board of Directors, the Executive Director will create an operational plan in line with the objectives of the association with limitations set out in policy.
- Shall ensure the Board of Directors is kept informed on work and need of the association including potential budget implications
- Shall hire and dismiss employees to fill positions created by the Board of Directors through their budget deliberations.
- Shall attend all meetings of the Board of Directors and its committees as an ex-officio member (or assign a designate)

9.6 Elections – The election of Officers, Directors, Affiliate representative and the Executive Committee shall take place at the Annual General Meeting. 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 submissions to the Annual General Meeting.

Directors shall be elected for a two-year term. 50% of the Directors shall be elected annually, provided however that at the first Annual Meeting 50% of the Directors shall be elected for a one-year term and 50% of the Directors shall be elected annually for a two-year term.

Officers shall be elected for a two (2) year term which shall continue until re-election or until a successor has been elected. The Board of Directors will create and adhere to a policy which allows for succession planning.

The nominating Committee shall present a slate of candidate at the AGM for election by the membership.

At the Annual General Meeting, a call for nominations from the floor will be made. The nomination must be accepted by the nominee.

The nominating committee shall act as a team of scrutineers to total the ballots and the Chairman of such committee shall advise the meeting of the results of the vote prior to the closing of the meeting.

9.7 Board of Directors Meeting – The President of the Board shall call regular monthly meeting of the Board of Directors; September – June. The Board of Directors will create and adhere to Policy which provides for a Board Agenda which contains each of the oversight, insight and foresight functions of the Board.

9.8 Mid-term Vacancy – Should a vacancy occur in the Board of Directors; the remaining Members of the Board shall have the right to fill such vacancy for the remaining term.

9.9 Quorum – For all meetings of the board of Directors, 50% (50% of the minimum 16) of the Board shall constitute a quorum.

9.10 Attendance at meetings is an integral function of a Board Member. A Board member shall not be absent from more than three (3) consecutive meetings without prior consent from the Board of

Directors. A leave of absence may be granted to a sitting Board member for a specific period of time, but shall not exceed one year in length. When a leave of absence is granted, the board member will continue to receive Board packages and communications.

9.11 Electronic Attendance at Meetings – Physical attendance at Board of Directors meetings or of a committee of the directors is strongly encouraged; however, it is recognized that on occasion there may exist circumstances where this is not possible. Such reasons may include but are not limited to, illness, travel, schedule conflicts and unforeseen weather conditions. In such instances, a Board member shall be allowed to attend a Board meeting, and participate in Board deliberations, voting and quorum, through electronic or telephonic communications. A Board member who attends a meeting through electronic communications shall be considered present only if the member can hear and be heard. If the Board Chairperson determines either condition is not occurring, he/she shall terminate the Board member's attendance through electronic/telephone communications.

ARTICLE X – COMMITTEES & ADVISORY COUNCILS

10.1 Standing Committees - The Board of Directors shall form standing committees to provide in-depth examination in areas aligned with the objectives of MCAM. The Board will create terms of reference for standing committees through board policy. These committees shall be:

- I. Executive Committee
- II. Government and Industry Relations Committee (GIRC)
- III. Membership Committee
- IV. Education Committee
- V. Social Committee

10.2 The Chairman of each standing committee shall be appointed each year by the President as soon as practical following the Annual General Meeting and shall be appointed from the Directors.

10.3 Quorum – Quorum for a committee shall be 50% and not less than 2 Board members.

10.4 Staff – Each committee shall be assigned a staff member to serve as secretary and resource facilitator.

10.5 Powers – A committee of the board does not hold the power of the board. Committees shall report to the Board of Directors through committee minutes. The work and recommendations of committees are deemed approved when the minutes of the committee are ratified at the Board of Directors meeting directly following the meeting of the committee.

10.6 Additional Committees – the Board of Directors may add additional committees as required to serve as a Working Group. Working Groups will be created for a specific purpose and will be disbanded when their work is complete. The board will create terms of reference for the Working Groups through Board Policy.

10.7 Advisory Councils – The Board of Directors shall form Advisory Councils representing specific membership groups or groups assigned to a specific task. The Advisory Councils shall act as a means of consulting with the membership as well as provide advice and support to the Board of Directors pertaining to their specific area of expertise. The board will create terms of reference for the Advisory Councils through Board Policy. These Advisory Councils shall be:

- I. Associates Advisory Council
- II. Mechanical Service Contractors Advisory Council
- III. Next Gen Advisory Council
- IV. Nominating Advisory Council

ARTICLE XI – FINANCES

11.1 Fiscal Year – The fiscal year of MCAM shall begin on the first day of January and shall end on the Thirty-first day of December.

11.2 Bank Account - MCAM shall maintain a Bank account in its name as designated by the Board of Directors.

11.3 Signing Authority – The signing officers shall be any two of the President, 1st Vice-President, 2nd Vice-President, Treasurer, and Executive Director.

11.4 Upon any funds of MCAM being invested in securities, such investments shall not be made without the approval of the Board of Directors. In the event the Board of Directors decides to invest funds, it shall name not less than two (2) members of the board of Directors as Security Trustees for the purpose of purchasing the same or selling the same or re-investing the funds from a security for and on behalf of the Association.

11.5 For the purpose of carrying out its objectives, MCAM may by the passing of an extra ordinary resolution; borrow, raise or secure money in such manner as it sees fit and by the issue of debentures.

11.6 MCAM may acquire and take by purchase, donation, device 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.

11.7 A Review Engagement Report shall be completed annually for the fiscal year and presented at the Annual General Meeting. The Review Engagement Report shall be prepared and signed by a Chartered Professional Accountant who shall be appointed annually at the Annual General meeting.

11.8 Insurance – It shall be the responsibility of the board of Directors to ensure that it has adequate insurance coverage for its property and Directors and officer’s liability.

11.9 After the coming into force of this By-law, no member of MCAM shall be in his individual capacity, liable for a debt or liability of MCAM.

ARTICLE XII – PROCEDURE

12.1 Rules of Order - In the event of any question arising as to matters of procedure and rules of order; the current edition of Roberts Rules of Order shall prevail in all cases whereby the by-laws are silent.

12.2 Arbitration – Any dispute involving the provision of this By-Law and MCAM or any member or members of MCAM shall be decided by arbitration in accordance with the Arbitration Act of Manitoba.

ARTICLE XIII – AMENDMENTS

13.1 The By-laws may be amended or rescinded at the Annual General Meeting or Special Meeting of MCAM by a two-thirds majority of the vote of the membership in attendance at such meeting, provided, a fifteen (15) day notice of such motion prior to such meeting must be given.