

**CANADIAN TECHNICAL ASPHALT ASSOCIATION**

**BY-LAW NO. 1 (Amended effective July 2, 2018)**

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## **BY-LAW No. 1**

### **A By-Law relating generally to the conduct of the affairs of CANADIAN TECHNICAL ASPHALT ASSOCIATION (the Corporation)**

#### **Section 1. General**

##### **1.01 DEFINITIONS**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;

"**Secretary-Treasurer**" means a member appointed annually at the first meeting of the Board of Directors after the Annual General Meeting; responsible for the business operations of the Corporation; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution

##### **1.02 INTERPRETATION**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

##### **1.03 CORPORATE SEAL**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary-treasurer of the Corporation shall be the custodian of the corporate seal.

#### **1.04 BANKING ARRANGEMENTS**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

#### **1.05 BORROWING POWERS**

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Corporation may from time to time:

- i. borrow money on the credit of the Corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

#### **1.06 ANNUAL FINANCIAL STATEMENTS**

The Corporation shall prepare annual financial statements which will be available to members attending the Annual General Meeting. A notice will be published in the newsletter stating that annual financial statements are available, on request, from Head Office.

#### **1.07 MANAGEMENT**

The Management of the Corporation shall consist of a board of directors composed of no less than nine and no more than fourteen members, providing that the six geographical regions of Canada i.e., Atlantic Provinces, Quebec, Ontario, Prairie Provinces and Territories, Alberta and British Columbia are suitably represented.

### **Section 2. MEMBERSHIP**

**2.01** A Student Member shall be an individual who is a full time student at an institution of post-secondary learning whose interests include aspects of asphalt technology. Upon completing a membership application form a Student applicant becomes a Student Member following approval of the board of the Corporation.

**2.02** A General Member shall be an individual who is experienced or interested in the characteristics and uses of asphalt materials. A General Member application shall provide an account of experience and interest in such form as may be required by the board. Upon completing a membership application form, a General Member

applicant becomes a General Member following approval of the board of the Corporation.

- 2.03** A Sustaining Member shall be an individual, firm, corporation, agency of Government, or other organization desiring to contribute greater support to the Corporation through the payment of higher dues. A Sustaining Member shall designate a representative. An applicant becomes a Sustaining Member upon completing a membership application form and following approval of the board of the Corporation.
- 2.04** An Honorary Member shall be a member or past member of the Canadian Technical Asphalt Association who has performed distinguished services in the fields of activity related to the purposes of this Corporation, or who has rendered meritorious service to the same. An Honorary Member may be nominated by any ten voting members in good standing. The nomination must be made in writing outlining the accomplishments of the nominee, addressed to the Secretary-Treasurer and personally signed by the nominators or accompanied by personally signed letters. A nominee becomes an Honorary Member after approval of three quarters of the Board of Directors.
- 2.05** Any member may be required to resign by a vote of three-quarters of the Voting Members at an Annual Meeting.
- 2.06** Notice of resignation from membership or of change of a representative of a Sustaining Member shall be presented in writing to the Secretary Treasurer, and thereby accepted.
- 2.07** A membership may only be transferred to the Corporation. Pursuant to Section 197(1) Fundamental change) of the Act, a special resolution of the members is required to make any amendment to add, change, or delete this section of the by-laws.
- 2.08** Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **Section 3. BOARD OF DIRECTORS**

- 3.01** The business of the Corporation shall be managed by a board comprising a President, a First Vice-President, a Second Vice-President, six directors-at-large, one from each geographic region, the two latest living Past Presidents who continue to be members of the Corporation, and such additional maximum of one director as the board shall appoint to provide balanced occupational representation. In addition, the Chair (or one of the Co-Chairs) of the local arrangements' committees organizing the current and following Annual CTAA Conferences shall be appointed to the board for an appropriate period, but not to exceed in aggregate, two years. No director shall be less than eighteen years of age. All appointments shall be in accordance with Clause 10 of the Articles of Continuance.
- 3.02** Successive directors shall be elected by letter ballot or on the results of

electronic voting for a term of two years by the members and announced at the Annual Meeting of its Members. A year is here construed as the period between the terminations of two successive Annual Meetings.

**3.03** Directors-at-large shall be eligible for re-election to the board in that capacity for a maximum of two consecutive two-year terms. Upon retirement, a director-at-large shall not be eligible for re-election as a director of the Corporation for one year.

**3.04** The office of director shall be automatically vacated:

(a) if a director resigns the office by delivering a written resignation to the Secretary-Treasurer of the Corporation;

(b) if the director is found to be or becomes of unsound mind;

(c) if, at a special general meeting of members, a resolution is passed by three-quarters of the voting members present at the meeting that the director be removed from office;

(d) on death;

provided that if any vacancy shall hereby occur, the board by majority vote may fill the vacancy from the membership of the Corporation for the remainder of the term of the vacant office. Any such appointment shall be in accordance with Clause 10 of the Articles of Continuance.

**3.05** Directors shall not receive any stated remuneration for their services, but, upon resolution of the board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore. No director shall directly or indirectly receive any profit from the position as such; provided that a director may, upon resolution of the board, be paid reasonable expenses incurred in the performance of such duties and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and again upon resolution of the board, be paid the usual professional costs and charges for any professional service provided in the administration of the proper affairs of the Corporation.

**3.06** A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and a successor is elected. A director shall hold office until the second Annual Meeting of members following the election.

**3.07** The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.

**3.08** Any remuneration of officers, agents, employees or committee members shall be fixed by the board by resolution. Such resolution shall have force only until the meeting of the board following the Annual General meeting when such resolution shall again be confirmed by resolution of the board. In the absence of such

confirmation, the remuneration to such officers, agents, employees, or committee members shall thereafter cease to be payable.

## **Section 4. OFFICERS**

- 4.01** The officers of the Corporation shall consist of a President, First Vice President, Second Vice President and a Secretary-Treasurer.
- 4.02** The term of office for the officers of the Corporation shall be one year. A year is here construed as the period between the terminations of two successive Annual Meetings.
- 4.03** Upon retirement of the President at the end of the term of office, that office shall be filled by the First Vice President and at that time the office of the First Vice President shall be filled by the Second Vice President. The office of the Second Vice President shall be filled by way of an election process as per Section 5 of By-law No. 1. The office of the Secretary-Treasurer shall be filled or affirmed by Resolution of the board at their first meeting following the Annual General Meeting.
- 4.04** A vacancy in the office of President shall be filled by the First Vice President, if available, and otherwise by the Second Vice President.
- 4.05** In the event of disability of any officer of the Corporation, or neglect in the performance of the duties of Office, the board shall declare the office vacant.
- 4.06** A vacancy in any office other than that of President shall be filled by appointment by the board for the unexpired term.

## **Section 5. ELECTION OF BOARD OF DIRECTORS**

- 5.01** Immediately following the Annual Meeting, the board shall appoint a nominating committee for the ensuing year and shall designate the chair of the committee. The nominating committee shall consist of at least three voting members of the Corporation.
- 5.02** In odd-numbered years, the nominating committee will put forward the names of candidates for election to the board from the regions of Atlantic Provinces, Ontario and Alberta. In even-numbered years, the Nominating Committee will put forward names of candidates for election to the board from the regions of Quebec, Prairie Provinces and Territories, and British Columbia.
- 5.03** At least five months prior to the next Annual Meeting, the nominating committee shall provide the Secretary-Treasurer of the Corporation with a list of at least one General Member candidate from each geographic region requiring an election, who shall be nominated for the office of director, and, in addition, at least one candidate who shall be nominated for the office of Second Vice President. In the selection of candidates for these board positions, the nominating committee shall have due regard for diversity of vocational representation. Each candidate for the board shall have consented in writing to nomination before the report of the Nominating Committee is provided to the Secretary Treasurer.

- 5.04** Not less than four months before the next Annual Meeting, the Secretary-Treasurer shall provide notice by mail or by electronic means to the membership of the Corporation the list of candidates proposed by the nominating committee. By petition to the board, signed by at least ten voting members of the Corporation and presented within thirty days after such mailing, additional nominations to the board of the Corporation may be made.
- 5.05** Not less than sixty days before the Annual Meeting, the Secretary-Treasurer shall provide notice by mail or by electronic means the final list of nominations to the Corporation Voting Members for letter ballot or electronic voting. All members of the Corporation entitled to vote shall vote to elect one director-at-large for each geographic region. The President shall have the power to appoint scrutineers who shall count the ballots prior to the commencement of the Annual Meeting. The candidate for any position receiving the most votes shall be eligible for that position. Results of the balloting shall be reported to the President who shall, during the course of the Annual Meeting, declare the successful candidates elected.
- 5.06** The President shall not exercise the right to cast a ballot, except in the case of a tie vote, where the President shall cast the deciding ballot.

## **Section 6. CONDUCT OF BUSINESS**

- 6.01** The board shall supervise the general affairs of the Corporation. It may by resolution appoint and remove the chair of such administrative, technical, or special committees as it sees fit, and assign to them such duties and such authority as it deems needful to carry out the work of the Corporation. Additional committee members shall be appointed or removed by the President.
- 6.02** The President shall perform the usual duties of the Office and shall preside at the Annual Meeting, at meetings of the board, and shall be ex-officio member of all committees.
- 6.03** The Vice Presidents, in the order of seniority, shall discharge the duties of the President when absent. If the President and both Vice Presidents shall be absent a President Pro Tem, appointed by the board, shall discharge such duties.
- 6.04** The Secretary-Treasurer shall perform such additional duties, furnish such bonds and receive such salary as shall be determined by the board. The duties shall include:
- (a) maintaining a complete record of all proceedings and correspondence of the Corporation and of its board;
  - (b) providing notices of meetings to members of the board, or to membership of the Corporation, as required;
  - (c) keeping an up-to-date roll of the membership of the Corporation;
  - (d) keeping all books of account and making payment of all accounts payable except those paid by the local arrangements committee;
  - (e) performing all other duties normally assigned to the office of Secretary;

(f) performing all other duties normally assigned to the office of Treasurer.

**6.05** The President, First Vice-President and Secretary-Treasurer shall be Signing Officers of the Corporation.

**6.06** The books of the Corporation shall be closed on the thirtieth day of June of each year, and they shall be compiled annually upon the direction of the board. The voting members shall, at each Annual Meeting, appoint an accountant to compile the accounts of the Corporation and to hold office until the next Annual Meeting, provided that the directors may fill any casual vacancy in the office of the accountant. The remuneration of the accountant shall be fixed by the board. The accountant must be independent of the Corporation and its members.

**6.07** Local arrangements committees shall be appointed by written letter of the board with the objective of making arrangements for the Annual Meeting of members and the technical conference. The local arrangements committee shall have:

(a) Chairpersons as appointed by the board

(b) Authority to operate an account at a bank designated by the board during such time allowed by the board

(c) Authority to receive payments and to pay accounts directly associated with the local conference

(d) Responsibility for reporting to the President of the Corporation

(e) A budget, venue and conference agenda approved by the board before being implemented.

## **Section 7. MEETINGS AND VOTING RIGHTS**

**7.01** The Corporation shall hold an Annual Meeting, and such other meetings as may be authorized by the board. Notice of the Annual Meeting shall be sent to all members by electronic delivery, post, facsimile or hand at least thirty days previous to the date of each meeting. All Annual Meetings of the Corporation shall be held in Canada, unless a majority of Voting members resolve otherwise.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

**7.02** Special meetings of the Corporation may be called at any time by the President, or when absent, by the First or Second Vice President or by the Secretary Treasurer, upon the written request of a majority of the board, or upon written request of not less than ten percent of the voting members of the Corporation.

**7.03** Thirty days notice of any special meeting must be given to the members of the Corporation. The notice must state the purpose of the meeting, and no other business shall be officially transacted thereat.

**7.04** The board shall meet at least once each year, at a time and a place fixed by the



board. Reasonable notice shall be given to all directors of all meetings of the board, and may be waived upon attendance. Where all directors consent, a director or directors may participate in a telephone conference call.

- 7.05** Ten voting members shall constitute a quorum for any meeting of the Corporation, and four directors shall constitute a quorum for any meeting of the board.
- 7.06** All members shall be considered voting members and have equal voting rights at all meetings of the Corporation. All directors shall have equal voting rights at all meetings of the board. Only General and Honorary members are entitled to vote on letter ballot or electronic voting issues. All voting resolutions of either body shall be carried by a simple majority unless otherwise required by these By-laws or the Act.
- 7.07** All meetings of the Corporation and of the board shall be conducted in accordance with Robert's Rules of Order, subject only to these By-laws and the Articles of the Continuance.

## **Section 8. INDEMNITIES TO DIRECTORS AND OTHERS**

- 8.01** Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against that person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that person, in or about the execution of the duties of the office or in respect of any such liability;
  - (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by wilful neglect or default.

## **Section 9. DUES**

- 9.01** Annual dues shall be fixed at the discretion of the board and shall be payable in advance in the month of January of each year.
- 9.02** Election of a candidate to membership is contingent upon payment of dues for the current year to be submitted with the membership application.
- 9.03** By failure to pay dues, or such further assessments as may be approved by the Corporation, within three months after they are due, provided the member shall have received notice thereof, a member shall forfeit rights to membership, and after a month's further notice, if such dues or obligations are still unpaid, at the discretion of the board the person may be dropped from the membership roll.
- 9.04** The board is further empowered to take whatever action is deemed in the best interests of the Corporation concerning any special cases that may arise relating to

dues.

- 9.05** Excepting when a complimentary membership fee is provided, a Student Member, General Member or a Sustaining Member shall be entitled to receive one copy of the Proceedings published during the period of Membership and additional or other publications as determined by the board. An Honorary Member shall be entitled to receive a copy of the Proceedings upon request to the Secretary-Treasurer annually.

## **Section 10. AMENDMENTS**

- 10.01** Proposed amendments to the By-laws, either signed by at least fifteen Voting Members in good standing, or passed as a resolution by the Board of Directors, must be submitted to the Secretary-Treasurer at least sixty days before the Annual Meeting. The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members through a letter ballot. The by-law, amendment or repeal may be discussed and amended at the Annual General Meeting and passed by simple majority of the members present to ballot. If the proposed amendments are passed to ballot, two thirds of the membership votes cast within sixty days after mailing the ballot forms or providing notice of electronic voting shall be necessary for their adoption.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.


## **Section 11. EFFECTIVE DATE**

- 11.01** Subject to matters requiring a special resolution of the members, this by law shall be effective when made by the board.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Certified to be the By Law No. 1 of the Corporation as enacted by the directors of the Corporation by resolution on 11<sup>th</sup> day of November 2017 and confirmed by the members of the Corporation by ballot on the 31<sup>st</sup> day of March 2018.

**Dated as of the 2<sup>nd</sup> of July 2018**

Signed  \_\_\_\_\_  
Chuck McMillan, Secretary-Treasurer