

CANADIAN ASSOCIATION OF PUMP MANUFACTURERS

BY-LAW NUMBER ONE

Article I NAME:

The name shall be the Canadian Association of Pump Manufacturers, hereinafter referred to as the Association.

Article II CORPORATE SEAL

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

Article III MEMBERSHIP:

a) Membership in the Association shall be limited to persons interested in furthering the objects of the Association and shall consist of anyone whose application for admission as a member has received the approval of the Executive Committee of the Association.

b) Application - Election to Membership:

All applications for membership shall be voluntary and in writing and shall be submitted to the Secretary of the Association. Their acceptance shall be conditional on payment of dues for the first year, which amount, in the event the application is not accepted, will be returned to the applicant. No application will be considered by the Executive Committee unless it is sponsored by two Active Members of the Association. The Secretary shall report to the Executive Committee of each applicant who has complied with the foregoing requirements and the Executive Committee, after such investigation and study as it may require, shall vote on whether the applicant shall be admitted to membership and the applicable class of membership.

If a majority of the Executive Committee so vote, the applicant shall become a member of the Association in the class of membership to which elected.

c) Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association, accompanied by payment of all dues and other amounts then owing to the Association.

d) Any member may be required to resign by a vote of three-quarters (3/4) of the Voting Members at an annual or special general meeting.

Article IV EFFECTS OF TERMINATION

a) Termination of membership, whether by resignation, expulsion or otherwise, shall terminate forthwith all the rights of membership of the member concerned, but shall not operate to discharge any financial obligation of the member to the Association accrued prior to the date of such termination and then not fulfilled.

Article IV EFFECTS OF TERMINATION (Continued)

(b) A member may be suspended or expelled for non-payment of dues or other amounts owing to the Association but only (i) after being given at least thirty (30) days' written notice by mail of such default and (ii) upon the affirmative vote of at least two-thirds of the members of the Executive Committee.

(c) If the Executive Committee shall determine by majority vote that any member has discontinued activities which qualified him or her for membership, the membership of that member shall automatically terminate at that time.

(d) Members may be censured, suspended or expelled for breach of the Letters Patent or By-Laws of the Association or rules adopted by the Executive Committee, or for any act, omission or conduct which the Executive Committee deems to be prejudicial to the welfare of the Association; provided that a member may only be censured, suspended or expelled for any of the aforesaid reasons (i) after he or she has received at least thirty (30) days' written notice of the charges and given an opportunity to be heard before the Executive Committee, and (ii) upon the affirmative vote of at least two-thirds of the members of the Executive Committee.

(e) All matters respecting censure, suspension and expulsion of members and termination of membership shall be within the exclusive control and direction of the Executive Committee.

Article V REINSTATEMENT

Any previous Member of the Association may apply to be reinstated. If the Member complies with all current requirements of membership and pays any outstanding monies owing to the Association, reinstatement shall be made upon favorable recommendation by the Chair of the Membership Committee and approval by the Executive Committee.

Article VI CLASSIFICATION OF MEMBERS

The Association shall have Voting members and Non-Voting members. The qualifications of the Members shall be as follows:

(I) **Voting Members:** Membership in the Association shall be open to any manufacturers of pumps who, as an individual firm, partnership or corporation, in selling pumps in Canada.

(ii) **Associate Members (Non-Voting):** Membership in the Association shall be open to any firm, partnership or corporation supplying raw material or components to Voting Members.

(iii) **Honorary Members** Any non-member who shall, in the opinion of the Executive Committee, have rendered distinguished service to the Association or to the industries concerned may, by unanimous affirmative vote of the Executive Committee, be elected to honorary membership. The term of such honorary membership shall be for one year and shall not entitle the individual so honored to any privileges other than the award and a suitable presentation.

Article VI CLASSIFICATION OF MEMBERS (continued)

(iv) **Life Members** Any individual associated with or employed by a member company on retirement, on approaching retirement, or on leaving the industry, who has, in the opinion of the Executive Committee, rendered distinguished service to the Association or to the industries concerned may, by unanimous affirmative vote of the Executive Committee, be elected to Life Membership. Life Members shall not be entitled to vote on any matter nor to hold elective office or the office of member of the Executive Committee but shall enjoy all other privileges of membership including that of complimentary registration at meetings and conferences.

Article VII REMUNERATION

No Officer, member of the Executive Committee, or Member shall receive any remuneration for duties performed on behalf of the Association, with the exception of the President whose remuneration shall be established by the Executive Committee. Officers may be reimbursed for reasonable expenses incurred while performing such duties.

Article VIII DUES

a) No initiation fee shall be levied upon new members. The annual dues for both Voting and Associate Members shall be in such amount and payable at such times and under such conditions as may be determined by the Executive Committee. Honorary and Life Members shall be exempt from the payment of dues. Termination of membership shall not entitle the member concerned to any refund of dues paid.

b) No special assessment of membership dues shall be made until a recommendation is presented by the Executive Committee to a General Meeting of the members setting forth:

- (i) the reasons for the assessment;
- (ii) the proposed cost of any extraordinary expenditure;
- (iii) a schedule showing the amounts of the respective contributions.

c) After such recommendation shall have been approved by at least sixty per cent (60%) of the members present, the assessment shall not become effective until at least fourteen (14) days following notice by registered mail to each Member.

Article IX HEAD OFFICE

Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Toronto, Ontario.

Article X FISCAL YEAR:

Unless otherwise ordered by the Executive Committee, the fiscal year of the Association shall end on March 31st.

Article XI MEETINGS:

(a) The Annual Meeting of the Association shall be held on or before the 31st of May in each year, at such time and place in Canada as decided by the Executive Committee. Fourteen days written notice shall be given to each voting member of any annual or special general meeting of members.

(b) At every annual meeting, in addition to any other business that may be transacted, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members, such as election of the Executive Committee when required.

(c) The President may call a special meeting of the Association at his own pleasure, or shall do so at the written request of three Voting Members within three days of the receipt of such request.

(d) Four Voting Members present in person at a meeting shall constitute a quorum.

(e) The purpose for which a special meeting is called shall be stated in the Notice of the Meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

(f) At all meetings of the Association, only Voting Members shall have a vote, one vote per Voting Member. and every question shall be determined by a majority of votes, unless otherwise provided by statute or by these by-laws.

(g) Attendance at meetings will only be open to a person who is directly employed by the Voting Member or Non-Voting Member.

Article XII EXECUTIVE COMMITTEE

a) There shall be an Executive Committee composed of six Directors: the Officers, three other members and the Secretary. The Officers will consist of President, Vice-President, and Immediate Past President who shall also act as Treasurer. The paid Executive Director shall act as Secretary.

b) One Associate member in good standing may be appointed to serve as a Director.

c) The Executive Committee may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into, and save as hereinafter provided, generally may exercise all such powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

d) The Executive Committee shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees.

e) The Executive Committee shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

Article XII EXECUTIVE COMMITTEE (continued)

- e) Executive Committee Meetings shall be held at the call of the President, and at least 48 hours written notice shall be given to Executive Committee members. If sent by mail, 14 days written notice shall be given. Location of such meetings shall be determined by the President or the Executive Committee.
- f) Three members of the Executive Committee shall constitute a quorum at such meetings.
- g) Except where a greater vote is required by these By-Laws, all questions arising at any meeting of the Executive Committee shall be decided by a majority of the votes cast. In the case of an equality of votes, the chairman at the meeting in addition to his or her original vote, shall have a second or casting vote. Otherwise, each member shall have one vote.
- h) Any vacancy occurring on the Executive Committee may be filled in accordance with Article XIII Section b).
- i) The minutes of the Executive Committee shall not be available to the general membership of the Association, but shall be available to the Executive Committee, each of whom shall receive a copy of such minutes.
- j) Until the application for incorporation has been approved, the original incorporators shall act as officers of the Association. After approval, a meeting of members shall elect officers and other members of the Executive Committee in accordance with Article XIII Sect. b).

Article XIII TELE-CONFERRING

With the consent of all Officers, an Executive Committee meeting may be held by telephone, or other communication facilities permitting all persons who participate in the meeting to hear each other. An Officer participating in a meeting in this manner shall be deemed to be present at that meeting.

Article XIV INTEREST OF EXECUTIVE COMMITTEE MEMBERS IN CONTRACT

No member of the Executive Committee shall be disqualified from office by contracting with the Association; nor shall any contract entered into by or on behalf of the Association with any member of the Executive Committee or in which any member of the Executive Committee is in any way interested, be liable to be voided nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Association or any of its members for any profit realized by any such contract or arrangement by reason of such member of the Executive Committee holding that office or the fiduciary relationship thereby established.

Article XV DECLARATION OF INTEREST

It shall be the duty of every member of the Executive Committee of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed arrangement with the Association, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

Article XVI LIMITATION OF LIABILITY

No member of the Executive Committee or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Executive Committee or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Executive Committee for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the member of the Executive Committee or Officer, or for any other loss, damage or misfortune whatever shall happen in the execution of the member of the Executive Committee or Officer's duties of office or in relation thereto unless the same shall happen through the member of the Executive Committee or Officer's willful neglect or default.

Article XVII INDEMNITIES TO DIRECTORS

Every member of the Executive Committee or Officer of the Association 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 their estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

(a) All costs, charges and expenses whatsoever which member of the Executive Committee or Officers incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices;

(b) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

Article XVIII INSURANCE

The Association shall purchase and maintain insurance to cover the indemnification set out herewith.

Article XIX ELECTIONS:

a) Officers of the Association shall be elected at the Annual Meeting every 2nd year from among the Voting Members.

b) The Officers of the Association shall be a president, vice-president, secretary and treasurer, and any such other officers or members of the Executive Committee as the Executive Committee may by by-law determine.

Article XX DUTIES OF OFFICERS

a) President

The President shall be the chief executive officer of the Association and shall, if present, preside at all meetings of the Association and of the Executive Committee. He or she shall be ex-officio a member of all standing committees. He or she shall see that all orders and resolutions of the Executive Committee are carried into effect and he or she or the Vice-President together with the Secretary or the Treasurer or other officer designated by the Executive Committee for the purpose shall sign all By-Laws and other documents requiring the signatures of the officers of the Association. He or she shall also have such other powers and duties as are elsewhere provided for in these By-Laws or as may be assigned to him or her from time to time by the Executive Committee.

b) The Vice President

The Vice-President shall assist the President and, in the absence or disability of the President, in order of precedence unless otherwise determined by the President, or the Executive Committee, perform the duties and exercise the powers of the President. He shall also perform such other duties as may from time to time be assigned to him by the Executive Committee.

c) The Secretary

Unless otherwise determined by the Executive Committee, the Secretary shall be responsible for the proper conduct of the Association's administrative affairs. He or she shall attend all meetings of the Executive Committee and of the Association and shall keep or cause to be kept the minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the Executive Committee and shall perform such other duties as may be prescribed by these By-Laws or by the Executive Committee. He or she shall have custody of the seal of the Association which shall be kept at the head office. He or she shall also notify or cause to be notified new members of their election to membership.

d) The Treasurer

The Treasurer shall have custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit or cause to be deposited all monies in the name and to the credit of the Association in such banks or other depositories as may be designated by the Executive Committee from time to time. He or she shall disburse or cause to be disbursed the funds of the Association as may be ordered by the Executive Committee, taking proper vouchers for such disbursements, and shall render to the President and to the members of the Executive Committee at the annual meeting of the Association, or whenever the Executive Committee may require it, a full report in writing of his or her transactions as Treasurer and of the financial position of the Association. Such reports shall be available for inspection at any time by any member of the Association. He or she shall notify or cause to be notified members of their indebtedness to the Association and shall notify or cause to be notified the Executive Committee of members over sixty (60) days in arrears, and shall perform such other duties as may from time to time be determined by the Executive Committee.

Article XXI NOMINATIONS AND ELECTIONS

a) The members of the Executive Committee shall be elected at the Annual Meeting from among the Voting Members. The recommendations of the Nominating Committee shall be submitted to the Members of the Association by the Secretary at least thirty (30) days prior to the annual meeting.

b) Further nominations for members of the Executive Committee may be made by an Voting Member by submitting in writing to the Chairman of the Nominating Committee not less than ten days prior to the annual meeting the name and acceptance signature of the nominee and the signatures of two other eligible Voting Members as endorsement.

Article XXII VACATION OF OFFICE

Any elective office shall be automatically vacated:

(a) if the officer or member of the Executive Committee shall resign from office by delivering a written resignation to the Secretary of the Association;

(b) if ceased to be qualified under the provisions of Article III hereof;

(c) if bankrupt or upon suspension of payment to his creditors;

(d) on death.

(e) if found to be mentally incompetent, or becomes of unsound mind.

Article XXIII VACANCIES

If any elective office becomes vacant on death or for any other cause, a successor may be elected by the Executive Committee in accordance with Article XX to hold office for the balance of the unexpired term.

Article XXIV TERM OF OFFICE

The term of elected office shall be two years. At the end of each second year, current officers may be considered for renomination as officers for the ensuing two years in continuing positions, or in other officer positions, or as member of the Executive Committee at large.

The term of office of members of the Executive Committee shall commence immediately following the Association's Annual Meeting at which they are elected, and shall conclude upon the election of their successors. Current Executive Committee members may be considered for renomination as members of the Executive Committee for the ensuing year or for officer positions.

Article XXV REMOVAL OF OFFICERS OR MEMBERS OF THE EXECUTIVE COMMITTEE

Any person or persons holding elective office and any member of the Executive Committee may at any time be removed from office by resolution passed by at least three-fourths of the votes cast at a special general meeting of the Association called for the purpose.

Article XXVI COMMITTEES

The Executive Committee may appoint committees whose members will hold their offices at the will of the Executive Committee. The Executive Committee shall determine the duties of such committees and may fix any reasonable remuneration to be paid.

Article XXVII EXECUTION OF DOCUMENTS

Contracts, documents, or any instruments in writing requiring the signature of the Association may be signed by the President or the Vice-President, the Secretary, the Treasurer or another member of the Executive Committee and all contracts, documents and instruments in writing so signed shall be binding on the Association without any further authorization or formality. The Executive Committee shall have power from time to time by resolution to appoint any other officer or officers and/or member of the Executive Committee on behalf of the Association to sign specific contracts, documents, or instruments in writing generally. Where required, the seal of the Association may be affixed to such contracts, documents and instruments in writing.

Article XXVIII BORROWING AUTHORITY

Any such by-law may provide for the delegation of such powers by the Executive Committee to such Officers or Executive Committee of the Association 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 Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

Article XXIX AUDITORS

a) Appointment of auditors: One or more auditors shall be appointed by the Association at every annual meeting, but a casual vacancy in the office of auditor may be filled by appointment by the Executive Committee.

b) Restrictions: No officer or Executive Committee member of the Association may act as auditor of the Association.

c) Financial Report: The auditor's financial report shall be presented to the Association at the annual general meeting.

d) Remuneration of Auditor. The remuneration of the auditor shall be fixed by the Executive Committee.

Article XXX BONDING

The Association shall arrange for the bonding of any Officers, member of the Executive Committee, staff or Members who may have financial responsibilities on behalf of the Association.

Article XXXI AMENDMENTS TO THE BY-LAWS

The by-laws of the Association not embodied in the letters patent may be amended by a majority vote of the Executive Committee at a meeting of the Executive Committee and sanctioned by an affirmative vote of at least two thirds of the Voting Members of the Association present at any Annual or General Meeting duly called for the purpose of considering the said by-law. Notice of such amendment having been given in writing to all Voting Members. It shall be the duty of the Manager to forward to the Members a copy of such amendments 30 days prior to the date of the meeting. The by-law amendment shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Article XXXII BOOKS AND RECORDS

The Executive Committee shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

Article XXXIII RULES AND REGULATIONS

The Executive Committee may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed and, failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force or effect.

Article XXXIV INTERPRETATION

a) In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to person shall include firms and corporations.

b) "Act" means the Canada Corporations Act, Part II, and any Act that may be substituted for it, and as from time to time amended.

Article XXXV OBLIGATIONS OF MEMBERS

These By-Laws and any subsequent By-Laws or amendments to them are and shall be binding upon all members of the Association and all such members shall be deemed to be fully acquainted with them.

Article XXXVI ASSETS ON DISSOLUTION

Upon the dissolution or termination of the existence of the Association for any reason, any assets remaining after the payment and satisfaction of the debts and liabilities of the Association shall be transferred to an organization or organizations in Canada or elsewhere having cognate or similar objects and in no event shall the same be distributed or paid or shall otherwise be available for the personal benefit of any Member of the Association.

Wpfiles/capm/bylaws/bylaws