

THERMAL INSULATION ASSOCIATION
OF ALBERTA

BY-LAWS

Bylaws Amended May 28, 2015

THERMAL INSULATION ASSOCIATION OF ALBERTA

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DEFINITIONS AND INTERPRETATIONS

In these By-laws, the definition and interpretation of the words shall bear the meaning of the words set opposite them in the table hereunder, if not inconsistent with the subject or context.

<u>FISCAL YEAR</u>	From the 1 st day of January to the 31 st day of December, inclusive.
<u>IN WRITING</u>	Written, typewritten, electronic (email), mechanically produced, or partly one and partly the other.
<u>EXECUTIVE OR EXECUTIVE COMMITTEE</u>	Shall consist of the elected officers and the immediate past president, and such additional officers as the Board of Directors may decide.
<u>DIRECTORS OR BOARD OF DIRECTORS</u>	To consist of the elected officers, immediate past president and directors as elected or appointed.
<u>ASSOCIATION OR TIAA</u>	Thermal Insulation Association of Alberta.
<u>GOOD STANDING</u>	Annual Membership Dues current and paid in full.

WORDS importing the singular shall included the plural and vice versa.

WORDS importing the masculine gender shall include the feminine.

WORDS importing person or persons shall include firms, partnerships, and corporations and incorporated companies.

THERMAL INSULATION ASSOCIATION OF ALBERTA
BY-LAWS

ARTICLE I – OFFICE

1.1

The registered office of this Association shall be designated from time to time by the Board of Directors.

ARTICLE II – CORPORATE SEAL

2.1

The Secretary or his designate shall have charge of the Corporate Seal of the Association; which seal, whenever used, shall be authenticated by the signature of either the Secretary, President or his designate.

ARTICLE III – MEMBERSHIP

3.1

Regular Members

Those persons, firms, partnerships or corporations engaged in the insulation industry as contractors, manufacturers, or suppliers, carrying out operation in Alberta.

3.1.1

Regular members shall be entitled to attend all member meetings, hold office and vote on all matters, except where otherwise stated in these by-laws. Each shall behave responsibly in accordance with by-laws and objectives of the Association.

3.2

Affiliate Members

The Board of Directors shall be entitled at any time to establish a group of members to be known as "affiliate members", who shall consist of members who do not qualify as "regular members". For this purpose "affiliate members" may include technical, financial and indemnity people, and other personnel or companies whose activities are associated with the insulation industry.

3.2.1

Affiliate members shall not be entitled to hold office or vote, but may attend all member meetings except where otherwise stated in these by-laws. Each shall behave responsibly in accordance with the by-laws and objectives of the Association.

3.3

Upon receiving an application for regular or affiliate membership, the same shall be referred to the next Chapter, Annual General, General, Executive or Board of Directors meeting, who, in their absolute discretion, may accept the application or reject the same, without reasons, and shall notify the applicant of their decision.

3.4

Honorary Life Members

Any person may be made an Honorary Life Member of this Association by a majority vote of the members present at any Annual General or General Meeting.

3.4.1

An Honorary Life Member shall be entitled to attend all member meetings of this Association except where otherwise stated in these by-laws, and shall behave responsibly and in accordance with the by-laws and objectives of the Association. An Honorary Life Member, while entitled to speak at any meeting to which such member is entitled to attend, shall not be eligible to hold office or become a director or vote on any matters submitted to any meeting. In the event that an Honorary Life Member becomes active within the insulation industry in some capacity and represents a contractor or supplier/manufacturer TIAA membership; he shall have the same voting and other privileges of any regular member.

3.5

Good Standing

Any member who has not paid annual required membership dues by the due date shall not be considered a member in "good standing" and shall not be entitled to vote, submit or hold any proxy(ies) at any TIAA meeting until such dues are paid in full.

3.6

Removal and Discipline of Members

The Board of Directors may expel or suspend any member of the Association.

3.7

Where in the opinion of the Board of Directors a member has ceased to carry on a form of business which provided eligibility for membership; or

Where in the opinion of the Board of Directors a member has refused or deliberately failed to comply with any by-law or lawful direction or requirement of the Association; or

Where in the opinion of the Board of Directors, a member has committed an act amounting to an offence against any code of ethics of the Association or against the established principles of the insulation industry, or where the conduct of the member is inimical to the interest of the industry, the Association or its members; or

Where the prescribed dues and/or assessments remain unpaid in whole or in part for a period of time as set by the Executive or Board of Directors after the date prescribed for payment; or

Where a written complaint is made respecting a member, the member shall be given not less than THIRTY (30) DAYS' notice of the time and place for the consideration of the complaint and the nature thereof. Such member, shall be given an opportunity to attend and to hear full details of the complaint, and shall be given full opportunity to answer or defend the same, before the Board of Directors reaches a decision thereon or imposes any penalty. After affording a member the right to appear and defend their conduct, the decision of the Board of Directors shall be final and binding with respect to the penalty imposed.

Where a member is a director, and it has been determined through the above procedures that he has not, or is not doing the job he has been appointed or elected to do; a written notice shall be forwarded by the remaining directors by mail, facsimile, or sent electronically notifying him of his removal as a director.

3.7.1

In the event that a member is suspended, or expelled, the member shall nevertheless remain obligated to pay all outstanding dues and assessments, which shall constitute a contractual debt due and owing by the member to the Association, and to be recoverable as such.

3.8

Resignation

A member may resign from membership by submitting his resignation in writing and upon payment of all dues and assessments that may have properly been levied against him.

3.8.1

All outstanding dues and assessments unpaid on the submission of the resignation shall remain as a contractual debt due and owing to the Association and recoverable by it as such.

3.8.2

Every member who resigns or is expelled from membership shall, upon the written request of a duly authorized officer of the Association, return to the Association all documents and property of the Association that he may have in his custody or control.

ARTICLE IV - INDEMNIFICATION OF OFFICERS AND DULY APPOINTED OR ELECTED REPRESENTATIVES

4.1

Every officer and fully appointed or elected representative of this Association and his heirs, executors and administrators, and estate and effects respectively, shall 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 such officer or duly appointed or elected representative sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office, elected or appointed position;
- (b) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE V - MEETINGS & VOTING

5.1

The Annual General meeting shall be held within six months of the end of the fiscal year. It 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 ratify Officers for the ensuing year and for all other general or special purposes relating to the membership and the Association's affairs. Notice of such Annual General meeting shall be mailed, sent by facsimile or sent electronically to each member at least fifteen (15) days prior to the date of the meeting.

5.2

General meetings shall be held at such times and places as the Board of Directors may determine, and notices of such meetings shall be mailed, sent by facsimile or electronically sent to the members at least fifteen (15) days in advance of such meetings.

5.3

Special General Meetings of the Association shall be held upon the request of the majority of the Board of Directors, or of twenty-five per cent (25%) of the members of the Association. Notice of all Special General meetings shall be mailed, sent by facsimile, or sent electronically to each member at least fifteen (15) days prior to the date of meetings, and such notice shall state the object of the meeting and the subjects to be considered. No other subjects shall be considered at a Special General meeting unless by the majority consent of all present thereat.

5.4

Chapter Approval

All motions/decisions at Chapter meetings affecting Provincial matters shall require the approval of North and South Chapters before becoming binding.

5.5

At all Chapter, Annual General, General or Special General meetings of the Association, ***ten*** per cent (***10%***) of the voting members shall constitute a quorum. Each regular member shall be entitled to one (1) vote per member company.

5.6

Any person entitled to be present at any Chapter, Annual General, General, or Special General meeting, may submit any resolution to such meeting. Voting on any resolution properly submitted to any Chapter, Annual General, General or Special General meeting, shall be limited as defined elsewhere in these by-laws and shall be carried out by hand vote to determine majority opinion, except that a secret ballot may be demanded by the Chairman or on the demand of fifty per cent (50%) of the members in good standing present at such meeting.

5.7

Proxies

Voting power by proxy may be vested in any regular member by means of a dated written authority. Such authorization shall be effective for one meeting only and shall be presented to the meeting Chairman prior to the calling to order of the meeting concerned. In determining whether or not a quorum is present, each properly executed proxy shall, for this purpose, be counted as a regular member present.

5.8

Ballot Resolutions

As authorized by a majority of the TIAA Board, ballot resolutions may be sent to members via telephone, mail, facsimile, or electronic mail with respect to any TIAA issue arising between scheduled meetings. Along with an explanation of the issue at hand, as well as a request for a "yes or no" vote, members would be required to register their vote. The results of such balloting would be adopted as if tabled at any TIM meeting with no ratification required at any following meeting, except for announcing the results. If any member does not respond within a reasonable time allotted, it shall be construed as an abstention vote for purposes of ballot count.

5.8.1

TIAA Board issues may also be conducted via telephone, mail, facsimile, or electronic mail in the above manner as well.

5.9

Claims of non-receipt of notice of Chapter, Annual General, General, or Special General meeting, by any member or members shall not invalidate the proceedings of such a meeting.

5.10

Order of Business

The Executive, Board of Directors, President or Chairman shall have authority to set the Order of Business at any meeting of the Association.

ARTICLE VI - FINANCES

6.1

Annual Budget

The annual budget shall be prepared by the Board of Directors and presented to the Annual General meeting for ratification.

6.2

Membership Dues

The funds of the Association shall be expended by the Board of Directors as seen fit for the operation of the Association.

ARTICLE VII – MANAGEMENT

7.1

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 to exercise all or any of the authorities, powers, and discretions, and shall do all such acts and things as the Association is authorized by law to exercise and do. They may delegate any or all of their powers, except such as are herein specifically to be exercised by the Board of Directors, to an Executive Committee, which shall consist of the Officers of the Association together with the Immediate Past President, and such additional officers as the Board of Directors may decide, and may from time to time revoke such delegations. The Executive Committee shall, in the exercise of power so delegated, conform to any regulations that may from time to time be imposed upon it by the Board of Directors.

7.2

The Board of Directors shall be entitled to employ and pay a Manager or other official who shall perform such duties as the Board of Directors shall designate and for the purpose of carrying out the objects of the Association, the Board of Directors may appoint such paid official to act in the capacity of any of the Executive positions. In the event of being so appointed, such paid official shall be required to carry out the duties of the Executive position to which he is appointed and for all purposes, shall have the power and authority of an elected member of the Executive or Board of Directors, except that he shall not have power to vote unless the Board of Directors specifically authorizes him to do so.

7.3

For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

7.3.1

The borrowing of funds by the Association shall not take place without the approval of the Board of Directors.

ARTICLE VIII - ELECTION AND OFFICERS

8.1

The Officers of the Association shall be a President, two (2) Vice-Presidents, a Secretary and/or Treasurer, and such additional Officers as the regular members may decide, all of which shall be at all times regular members in good standing of the Association in accordance with the requirements set out in these by-laws.

8.2

The President

- (a) shall call, when so desired, or by his own initiative all Annual General, General or Special General meetings of the Association, and shall preside as Chairman at the same; and
- (b) shall preside as Chairman over all meetings of the Executive Committee, the Board of Directors, as well as Chapter meetings, of which he is an officer.
- (c) shall be an ex-officio member of all other committees; and
- (d) shall perform such duties as are normally indicated by the title consistent with these by-laws and as may be from time to time assigned by the membership.

8.3

The Vice-Presidents

In order of their position of first and second Vice-President:

- (a) shall perform the duties of the President in the event of the inability of the President to do so and for this purpose shall be vested with the powers and authorities of the President for the time or specific action required;
- (b) shall carry out such other duties as may be required or assigned from time to time by the membership.

8.4

The Secretary or his designate

Shall record and maintain in good order, a proper record of the proceedings of every meeting of the Association, including Chapter, Annual General, General, Special General, Executive and Board of Directors, and of such other meetings of groups and committees as may be directed. The Secretary, or his designate shall perform such other duties as may from time to time be required by or assigned by the membership.

8.5

The Treasurer or his designate

- (a) shall arrange for the proper collection, safekeeping, banking and disbursement of the funds of the Association and for this purpose shall keep and maintain in good order books of account in which shall be recorded all financial transactions, and shall make a full report of such funds and accounts as the Board of Directors, or the Executive Committee or general membership shall require; and,
- (b) shall be responsible together with the President to authorize signing officers on all checks drawn upon the Association funds; and,
- (c) shall arrange for the audit of the Association's books as prescribed by these by-laws; and,
- (d) shall turn over to his successor upon the expiry of, or upon the relinquishment or termination of his term of office, all funds, accounts, books, receipts, records and other documents or property of the Association which he may have in his custody or control; and,
- (e) shall be capable of and agreeable to bonding; and,
- (f) shall perform all the usual duties of the Treasurer and such other duties as may be required or assigned from time to time.

8.6

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

8.7

The Executive Committee

Shall consist of the President, Vice-President, or Vice-Presidents, Secretary, Treasurer or Secretary-Treasurer and the Immediate Past President, and such additional officers as the Board of Directors may decide.

8.8

Board of Directors

The Board of Directors shall consist of the Officers, the Immediate Past President and such number of elected Directors as may be decided from time to time at the Annual General or any General Meeting, or as appointed by the Board of Directors, all of which shall be members in good standing of the Association in accordance with the requirements set out in these by-laws.

8.8.1

Board Quorums

A quorum of the Board of Directors shall consist of 40% of the members of the Board, provided that the number of members on the Board shall not consist of less than three (3).

8.8.2

The Board of Directors shall meet at such time and at such place as it shall deem fit and necessary for the dispatch of the business of the Association, but in no event less than one (1) time in each year.

8.8.3

The Board of Directors shall carry out the directions of the membership as given from time to time by resolution duly passed at any Annual General, General Meeting or Special General Meeting of the members and will carry out and perform all matters required of the Board of Directors by these by-laws or any other 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 General or General meeting of the Association. The Board has the option of submitting various recommendations to the membership should they choose. In particular this may refer to approval of major items or decisions affecting members.

8.8.4

The election of officers shall take place annually at the ***General meeting held in November***, where a President and Vice-President is elected in each Chapter. In order to be eligible for nomination as President, a member must have served on the Board previously for at least one year. Such officers shall become the Provincial Board of Directors along with the immediate Past President and such number of elected Directors as may be decided from time to time at an Annual General or General Meeting or as appointed by the Board of Directors. Where possible and for the purposes of the Annual General meeting, the Provincial President, 1st and 2nd Vice Presidents and other elected Directors shall alternate annually between the North and South Chapters. The Provincial Past President will assume the role of Treasurer.

8.9

An Officer or Director may be removed from office by a majority vote at a board meeting if they have missed two or more Board meetings in a fiscal year. In the event of an Officer or Director being removed from office or vacating his office for any reason, the Board of Directors shall have power 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.

8.10

All elected Officers shall be elected for a two (2) year term in one office, 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 two (2) consecutive terms.

The North Chapter President and one North Chapter director shall be elected in even years (2010, 2012, 2014...) and the North Chapter Vice President and one North Chapter director shall be elected in odd years (2011, 2013, 2015...). The South Chapter President and one South Chapter director shall be elected in odd years (2011, 2013, 2015...) and the South Chapter Vice President and one South Chapter director shall be elected in even years (2010, 2012, 2014...).

8.11

Remuneration

Unless authorized at any meeting, and after notice of same shall have been given, no director, officer or member of the Association shall receive any remuneration for his services.

ARTICLE IX - SPECIAL AND STANDING COMMITTEES

9.1

The following shall be the standing committees as may be decided by the Board of Directors and/or general membership from time to time.

- | | |
|------------------------------------|---------------------------------|
| 1) Labour -Relations | 5) Skills Committee |
| 2) Apprenticeship | 6) Social |
| 3) TIAC Contractors Representative | 7) Occupational Health & Safety |
| 4) Scholarships | 8) Trade Promotion |

9.1.1

The Chairman of these standing committees shall be appointed each year by the Board of Directors as soon as practical after the Annual General meeting.

9.1.2

The Board of Directors shall appoint such standing or special Committee Chairman as may be necessary from time to time for the purpose of the Association.

ARTICLE X - LABOUR RELATIONS

10.1

All members shall abide by the current Provincial Labour legislation.

ARTICLE XI – AUDIT

11.1

The books and accounting records of the Association shall be audited once a year. The auditors shall be appointed by this Association at the Annual General meeting. The auditors shall have submitted an audited financial report to this meeting for approval.

ARTICLE XII - ARBITRATION

12.1

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

- (a) a member or a 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 of aggrieved person or claiming under the by-laws of the Association, and the Association or an Officer or Director of the Association shall be decided by arbitration under the Arbitration Legislation of Alberta.

ARTICLE XIII - PROCEDURE

13.1

In the event of any question arising as to matters of procedure and rules of order, the current edition of Bourinot's Rules of Order 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 XIV – AMENDMENTS

14.1

These by-laws may be altered, added to or rescinded at any Annual General, General or Special General meeting by the passing of a special resolution as per the current Societies Act.

ARTICLE XV - INSPECTION OF RECORDS BY MEMBERS

15.1

The books and records of the Association may be inspected by any member of this Association at the Association office at any time upon giving reasonable notice and arranging a time satisfactory to the officer, officers or designate having charge of same. Each member of the Board of Directors shall at all times have access to such books and records.