

Municipal Service and Suppliers Association

BY-LAW No. 1

ARTICLE 1 GENERAL

1.01 Definitions

- a) "**Act**" means the *Canada Not-For-Profit Associations 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;
- b) "**Articles**" means the original or restated articles of the Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
- c) "**Association**" means the Municipal Service and Suppliers Association;
- d) "**Associate Non-voting Membership Fee**" means the annual fee paid by Associate Non-voting members as a condition of their membership. The amount of the Associate Non-voting Membership Fee shall be determined from time to time at a meeting of the Board;
- e) "**Board**" means the Board of Directors of the Association;
- f) "**By-Laws**" means this By-Law and any other By-Law of the Association as amended and which are, from time to time, in force and effect;
- g) "**Chair**" means the current chair of the Association appointed by the Board, and who shall, when present; preside at all meetings of the Board and of the Members. The chair shall have such other duties and powers as the Board may specify;
- h) "**Director(s)**" means a member of the Board;
- i) "**Member(s)**" means each of those individuals or corporate representatives who are admitted to membership of the Association in accordance with Article 2 hereof;
- j) "**Members' Meeting**" includes an annual Members' Meeting, a special Members' Meeting or a special general meeting of the Members; "special Members' Meeting" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual Members' Meeting;
- k) "**Ordinary Resolution**" means a resolution passed by a majority of votes cast on that resolution;
- l) "**Proposal**" means a proposal submitted by a Member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- m) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
- n) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and
- o) "**Vice-Chair**" means the current vice-chair of the Association appointed by the Board, and who shall, when the Chair of the Board is absent or is unable or refuses to act and when present, preside at all meetings of the Board and of the Members;

1.02 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any Member may obtain a copy through electronic and/or print means upon request free of charge at the registered office, or by prepaid mail.

ARTICLE 2 MEMBERSHIP

2.01 Membership Conditions

Membership in the Association shall be available to corporations and individuals interested in furthering the Association's purposes and who have applied for and been accepted into

MUNICIPAL SERVICE AND SUPPLIERS ASSOCIATION BY-LAWS

membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.

There shall be two (2) classes of Members in the Association, namely, Corporate Voting Members and Associate Non-voting Members.

2.02 Corporate Voting Members

- a. Corporate Voting Membership shall be available only to active corporations that have applied and have been accepted for Corporate Voting Membership in the Association.
- b. The term of membership of a Corporate Voting Member shall be annual subject to renewal in accordance with the policies of the Association.
- c. As set out in the Articles, each Corporate Voting Member is entitled to receive notice of, attend and vote at all meetings of members and each such Corporate voting member shall be entitled to one (1) vote at such meetings.

2.03 Associate Non-voting Members

- a. Associate Non-voting Membership shall be available only to individual employees of corporations that hold a current Corporate Voting Membership, who have applied and have been accepted for Associate Non-voting Membership in the Association, and who have paid the Associate Non-voting Membership Fee.
- b. The term of membership of an Associate Non-voting Member shall be annual subject to renewal in accordance with the policies of the Association.

2.04 Special Resolution of Members

A Special Resolution of all Members is required to make any amendments to the Articles or By-Laws that are listed in section 197(1) of the Act.

2.05 Termination of Membership

A membership in the Association is terminated when:

- a. the Member dies or resigns;
- b. a body corporate for which a corporate representative thereof has been admitted as a Member ceases to exist;
- c. the Member's membership is terminated by a vote of three quarters (3/4) of the Corporate Voting Members at the annual Members' Meeting ;
- d. a Member fails to maintain any qualifications for membership described in Article 2 of these By-Laws; or
- e. the Association is liquidated and dissolved under the Act.

2.06 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

ARTICLE 3 ANNUAL AND SPECIAL GENERAL MEETINGS

3.01 Notice of Members Meeting

Notice of the time and place of a Members' Meeting shall be given to each Member entitled to vote at the meeting by mail or electronic means during a period of twenty-one to sixty (21-60) days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws to change the manner of giving notice to Members entitled to vote at a Members' Meeting.

MUNICIPAL SERVICE AND SUPPLIERS ASSOCIATION BY-LAWS

3.02 *Members Calling a Members' Meeting*

The Board shall call a special Members' Meeting in accordance with Section 167 of the Act, on written requisition of Members carrying not less than five percent (5%) of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

3.03 *Proposals Nominating Directors at Annual Members' Meetings*

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than five percent (5%) of Members entitled to vote at the meeting at which the proposal is to be presented.

3.04 *Cost of Publishing Proposals for Annual Members' Meetings*

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

3.05 *Place of Members' Meeting*

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Members' Meetings may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

3.06 *Quorum at Members' Meetings*

In order to achieve quorum at any Members' Meeting (unless a greater number of Members are required to be present by the Act), twenty percent (20%) of the total Corporate Voting Members must be present either in person or participating by electronic means. If a quorum is present at the opening of a Members' Meeting, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.07 *Votes to Govern at Members' Meetings*

At any Members' Meeting every question shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

3.08 *Participation by Electronic Means at Members' Meetings*

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Members' Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-Law, any person participating in a Members' Meeting pursuant to this provision who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

3.09 *Members' Meeting Held Entirely by Electronic Means*

If the Directors or Members of the Association call a Members' Meeting pursuant to the Act, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

ARTICLE 4 BOARD OF DIRECTORS

4.01 *Composition*

The Board shall consist of the number of Directors specified in the Articles of Continuance.

MUNICIPAL SERVICE AND SUPPLIERS ASSOCIATION BY-LAWS

4.02 *Vacancy*

Any vacancy on the Board may be filled by the Board by appointment and the person so appointed will hold office for the remainder of the unexpired term.

4.03 *Appointment of Officers*

The Board may designate the offices of the Association, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Association. A Director may be appointed to any office of the Association. An officer may, but need not be, a Director unless these By-Laws otherwise provide. Two or more offices may be held by the same person.

ARTICLE 5 MEETINGS OF DIRECTORS

5.01 *Calling of Meetings of Board of Directors*

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

5.02 *Notice of Meeting of Board of Directors*

Meetings of the Board shall be held as often as may be required and shall be called by the Board. A special Meeting of the Board may be called upon the written request of two members of the Board thereof with such written request to state the business to be brought before the Meeting. Written notice of meetings shall be supplied at least two (2) days in advance and notice may be supplied by telephonic, electronic or other communication facility.

Meetings may be held without notice if a quorum of the Board is present; provided, however, that any business transacted at such meeting shall be null and void unless ratified at the next regularly called meeting of the Board. A quorum shall be a minimum of three (3) Directors.

5.03 *Votes to Govern at Meetings of the Board of Directors*

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

ARTICLE 6 EFFECTIVE DATE

6.01 *Effective Date*

Subject to matters requiring a Special Resolution of the Members, these By-Laws shall be effective when made by the Board of Directors.

CERTIFIED to be By-Law No. 1 of the Association, as enacted by the Directors of the Association by resolution on the 11th day of February 2014 and confirmed by the Members of the Association by Special Resolution on the 11th day of February 2014.

Dated as of the 11th day of February 2014.

Paul Orlaw, Chair