

BY-LAWS OF THE ALBERTA PAINTING CONTRACTORS ASSOCIATION

1. TERMINOLOGY

1.1 In these by-laws:

- a) “Annual General Meeting” means the regular General Meeting required by The Societies Act to be held annually’;
- b) “Association” means ALBERTA PAINTING CONTRACTORS ASSOCIATION;
- c) “Board” means the Board of Directors of the Association;
- d) “By-Laws” means these By-laws and any amendments thereto;
- e) “Director” means a member of the Board;
- f) “Executive Committee” means the Executive Committee of the Board and it shall consist of the Officers;
- g) “Executive Director” and “Administrator” mean the senior operations employee of the Association;
- h) “General Meeting” means a meeting of the members of the Association and includes an Annual General Meeting and a Special Meeting;
- i) “Member” means any person or legal entity engaged in the bona fide pursuit of painting and decorating who has paid the annual membership fee;
- j) “Office” and “Head Office” and “Registered Office” each mean the registered office for the time being of the Association as fixed in accordance with the requirements of the Societies Act;
- k) “Officer” means one of the following: Past President, President, Vice President North, Vice President South, Secretary-Treasurer;
- l) “Register” means the register of its members to be kept by the Association as required by The Societies Act;
- m) “Seal” means the corporate seal of the Association.
- n) “The Societies Act” means The Societies Act, RSA 1980, Chapter S-18, and every other Act amending the same or any Act substituted therefor;
- o) “Special Meeting” means any General Meeting other than an Annual General Meeting;
- p) “Special Resolution” means a resolution that must be passed by a majority of not less than three-fourths of such members entitled to vote who are present in person at a

general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given.

- q) Words imparting the singular number only shall include the plural and vice versa, and words imparting the masculine gender shall include the feminine gender, and words imparting persons shall include firms and corporations and vice versa.

2. **NAME**

- 2.1 The name of the association shall be ALBERTA PAINTING CONTRACTORS ASSOCIATION, also known by the acronym APCA.

3. **LOCATION**

- 3.1 The operations of the Association are to be carried on throughout the Province of Alberta with the head office to be located in Calgary, Alberta.

4. **MEMBERSHIP**

- 4.1 Members of the Association shall be all persons or corporations or other legal entities engaged in the bona fide pursuit of painting and decorating who pay such membership fees as may from time to time be determined by the Board. An employee of the Association shall not be a member of the Association during the term of his employment.
- 4.2 There are two classes of membership of the Association:
 - a) Full members are corporations or other legal entities engaged in the pursuit of painting and decorating. A full member, being a member in good standing for at least 90 days prior to any General Meeting, is entitled to one vote at that General Meeting and is eligible to hold office in the Association.
 - b) Associate members are corporations or other legal entities engaged in the pursuit of activities related to the painting and decorating industry. An associate member, being a member in good standing for at least 90 days prior to any General Meeting, is entitled to one vote at that General Meeting and is eligible to hold office in the Association.
- 4.3 The Board may create or designate other categories of membership in the Association, which categories shall have such attributes as may be determined by the Board and which may include exemption from payment of annual or other fees and life membership.
- 4.4 All membership fees are payable on the first day of each calendar year for that year's membership. If any member is in arrears for membership fees for any year, such member shall cease to be a member on the last day of March of the year in which the membership fee was to be paid. Upon payment of the membership fee, he shall be reinstated as a member.
- 4.5 Any member desiring to withdraw from membership may do so by submitting a written resignation to the Executive Director. Such action does not preclude future membership.

- 4.6 The Board may terminate the membership of any member for any reason or cause which the Board deems detrimental or prejudicial to the best interests of the Association. The member affected shall be notified in writing of the pending action and shall be given the opportunity of making representation before the Board.
- 4.7 The Board may authorize the reimbursement of expenses incurred by a member on behalf of the Association. No member shall receive any remuneration for services rendered to the Association in the capacity of a member.

5. BOARD OF DIRECTORS

- 5.1 The Board shall control and manage the business and affairs of the Association and shall have the power to set policy affecting the present and future operations of the Association, provided such policy is consistent with law in the Province of Alberta and these By-laws. The Board shall have power to appoint all staff or agents of the Society, to prescribe their duties and fix their compensation.
- 5.2 The Board shall consist of not less than 4 and not more than 12 Directors. Both full and associate members are eligible for election to the Board. In any event, agents and employees of the Association are not eligible for election or appointment as Directors.
- 5.3 The Board shall meet as required, but not less than 4 times annually. A quorum for the transaction of business at any meeting of the Board shall be 50% of the Directors.
- 5.4 The Board may authorize the reimbursement of expenses incurred by a Director on behalf of the Association, but no Director shall be entitled to receive remuneration for acting as Director of the Association.
- 5.5 The Board shall examine the Directorship of any Director who is absent without just cause from 3 consecutive Board meetings.
- 5.6 A Director or Officer may be removed from office, with vote of two-thirds majority of all other members, if the Director's conduct is deemed to be prejudicial to the best interests and proper management of the Association. Prior to the vote being taken, the Director proposed for removal shall be given 21 days' notice in writing of the proposed expulsion and shall be given an opportunity to explain or justify his position.
- 5.7 The Board shall have the power to appoint additional Directors to the Board, either to fill a casual vacancy or as an addition to the Board, but the total number of Directors shall not at any time exceed the maximum of 12. Any Directors so appointed shall only hold office until the next following Annual General Meeting of the Association, and then shall be eligible for re-election.
- ## **6. OFFICERS**
- 6.1 The Officers of the Association shall consist of an Immediate Past-President, President, Vice President North, Vice President South and Secretary-Treasurer. This group shall form the Executive of the Association. In the event of a vacancy in the Executive Committee, the Board may elect a replacement Officer from among the Directors.

- 6.2 Directors are elected for a one-year term and may be re-elected at the discretion of the membership through the annual nomination and election process.
- 6.3 The President shall preside at all meetings of the members, the Executive and the Board of Directors and shall have the deciding vote in the case of a tie. He shall appoint all chairmen of committees and shall be an ex officio member without vote of all committees.
- 6.4 The Vice Presidents shall perform the duties and have the power of the office of the President in the absence of the President, and shall perform such other duties as are delegated from time to time by the President or the Board.
- 6.5 The Secretary-Treasurer shall direct the financial affairs of the Association, prepare the annual budget and supervise the payment and collection of funds.
- 6.6 The Executive Director shall be appointed by the Board to manage and direct the general business affairs of the Association and shall be paid compensation in such amount as is determined by the Board of Directors.

7. COMMITTEES

- 7.1 The Board shall establish such standing committees as required to carry out the objections of the Association. The President shall appoint the Chairs of any such standing committees.
- 7.2 The Board may establish such ad hoc committees as required and determine their duration. The President shall appoint the Chairs of any such ad hoc committees.

8. LIMITATION OF LIABILITY

- 8.1 Every Director and Officer in exercising his or her powers and discharging his or her duties shall act honestly and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. No Director or Officer shall be liable for the acts, omissions, or defaults of any other Director, Officer, or member, for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of any security in or upon which monies of the Association shall be invested, or for any loss or damage, arising from the bankruptcy or tortious acts of any person with whom any monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation to it.
- 8.2 The Association shall save and hold harmless each such Director or Officer against all legal actions arising from all activities performed for or associated with the Association.

9. MEETINGS, NOMINATIONS AND ELECTIONS

- 9.1 General Meetings shall be summoned by the Board at such time and place as it shall determine.

- 9.2 The Annual General Meeting shall be held within 90 days of the end of each fiscal year of the Association at such time and place as may be determined by the Board. Written notice of such meetings shall be provided to all members at least 10 days before the meeting.
- 9.3 Special General Meetings may be called by the Board at such time and place as may be determined by the Board. Upon the written request of any 10 members, the Board shall proceed to convene a Special General Meeting. Written notice of such meetings shall be provided to all members at least 10 days before the meeting. Said notices shall contain a statement of the particular business to be transacted at such Special General Meetings.
- 9.4 The accidental omission to forward a notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any General Meeting.
- 9.5 A quorum at the Annual General Meeting or a Special General Meeting shall be 10% of the members. If 30 minutes after the time appointed for the General Meeting a quorum is not present, the meeting shall be dissolved. The meeting shall stand adjourned to the same day in the next week at such time and place as the President may determine. If at such adjourned meeting a quorum is not present, those members who are present and entitled to vote shall be deemed to be a quorum and may transact all business which a full quorum might have done.

9.6 **VOTING**

- a) Each full and associate member shall have one vote at the Annual General Meeting or a Special General Meeting of the Association, and such vote must be given in person and not by proxy or otherwise.
- b) A simple majority vote of the members present at the Annual General Meeting or a Special General Meeting shall decide any motion unless a larger majority is required by law in the Province of Alberta or these by-laws.
- c) Voting at all meetings, other than election of Directors, shall be by show of hands. Where voting is equal, the Chairman shall have a second and deciding vote. Voting at all meetings conducting election of Directors shall be by secret ballot.

10. FINANCES, BOOKS AND RECORDS

- 10.1 The fiscal year end of the Association shall end on the 31st day of December. For the purpose of carrying out the objects of the Association, the Directors may borrow or raise or secure the payment of money in such manner as they think fit.
- 10.2 The books, accounts and records of the Association shall be audited at least once a year prior to the Annual General Meeting by the Association's accountant or 2 members appointed for that purpose according to generally accepted accounting principles. The Association's accountant or aforementioned members shall submit to the Treasurer a completed statement of the standing of the books for the previous fiscal year. The treasurer shall submit the audited statement to the Annual General Meeting of the Association.

- 10.3 The Directors shall cause minutes to be made and books provided for the purpose of recording the proceeding and resolutions of all meetings of the Association, the Board of Directors and all Committees.
- 10.4 The Executive Director shall have custody of all books and records of the Association.
- 10.5 The minutes, books and records of the Association may be inspected by any member at any reasonable time in the presence of 2 Directors and the Executive Director.
- 11. CUSTODY OF THE SEAL**
- 11.1 The custody of the seal of the Association shall be under the control of the Directors and shall be kept at the office or chief place of business of the Association.
- 12. CONDUCT OF BUSINESS**
- 12.1 Meetings shall be conducted according to the latest edition of Robert's Rules of Order and voting shall be decided by a simple majority except where otherwise stated in these By-laws or required by the Societies Act.
- 13. NOTICES**
- 13.1 A notice may be served by the Association on any member entitled thereto either personally or by sending it through the post or any other generally accepted communication method to such member at his registered place of address. Any notice sent by post shall be deemed to be served on the fourth day following that upon which the notice is posted.
- 14. AMENDMENTS**
- 14.1 These By-laws may be rescinded, altered or added to by special resolution of members present in person and entitled to vote at the Annual General Meeting or a Special General Meeting.
- 14.2 A notice of motions to rescind, alter or add to any By-law of the Association must be supported by at least five members in good standing and submitted in writing to the Board, which shall authorize the President to submit same in writing to the membership, at least 21 days prior to any stated meeting.
- 15. EXERCISE OF BORROWING POWERS**
- 15.1 For the purpose of carrying out the objects of the Association, the Directors may borrow or raise or secure the payment of money in such manner as they think fit.
- 16. DISSOLUTION**
- 16.1 In the event of the dissolution of the Association, all its remaining assets, after payment of all its liability, shall be distributed to one or more recognized charitable organizations in Canada.