

**GENERAL GOVERNING BY-LAWS  
THE ARCHITECTURAL AND BUILDING TECHNOLOGISTS  
ASSOCIATION OF MANITOBA INC.**

(Amended April 4, 1996, and March 23, 2016)

These by-laws adopted as amended this 19<sup>th</sup> day of April. 1971.  
Amended as herein as follows April 4, 1996.

Amended as herein as follows March 23, 2016.

1. We, the undersigned, do severally covenant and agree with each other and each of them to continue to be incorporated as originally provided for under Part III of The Companies Act, April 19, 1971 and amended under The Corporations Act of Manitoba, March 21, 1979; as an association without share capital for the purpose of carrying on in the Province of Manitoba without pecuniary gain to its members, the objects following:

(a) To carry on without pecuniary gain objects of a charitable and philanthropical character or the like.

(b) To obtain recognition of the society in industry and business.

(c) To classify all members according to their attained levels of proficiency which levels of proficiency will be accepted by industry and business.

(d) To aid, assist and encourage members to improve their standards of proficiency.

(e) To provide information, literature, seminars and exchange of materials and techniques for the benefit of all members.

(f) To prevent the drift of highly skilled technical personnel into dubious affiliations to the detriment of all members.

(g) To co-operate with other organizations with mutual interest and promote relations with associated professions.

(h) To make available information on current employment opportunities of interest to the membership.

(i) Notwithstanding the provisions in Section (h) herein, the Society declares that it is not seeking any collective bargaining position.

2. We, the undersigned, do further severally covenant and agree each with the other and each of them that the Association shall be carried on without pecuniary gain to its members and that any profits or other accretions to the Association shall be used in promoting its objects.

3. The following shall be the by-laws of the Association:

#### **1. DEFINITIONS**

In this by-law:

(a) **"Association"** means the Architectural and Building Technologists Association of Manitoba Inc.

(b) **"Council"** or **"Council of the Association"** means the duly elected directors of the Association.

(c) **"Board"** or **"Certification Board"** is the certification Board of this Association.

(d) **"General Meeting"** is a meeting, notice of which has been given to all members of the Association. The Annual General Meeting falls into this category.

(e) **"Special General Meeting"** is a general meeting called by the Council, which shall have a limited or specific function, application, or scope; or arranged for a particular occasion or purpose.

(f) **"Extraordinary General Meeting"** is similar to a special general meeting, and shall be called by the Council due to a written petition of certified members. The purpose of such a meeting shall be to deal with an area of great concern exceeding the ordinary degree, amount, or extent.

#### **2. HEAD OFFICE**

The head office of the Association shall be located in the greater City of Winnipeg area, in the Province of Manitoba, at such place as the directors of the Association may from time to time decide.

#### **3. CORPORATE SEAL**

The corporate seal an impression of which is stamped below shall be the corporate seal of the Association, to be kept in the custody of the Secretary.

#### **4. MEMBERSHIP**

##### **GENERAL MEMBERS**

(a) This level of membership in the Association shall be available to any Manitoba resident, who:

(i) is a student in any field directly related to the building sciences or construction industry at an educational institute recognized by the Association, or

(ii) is employed or has been employed in a drafting position in any field of architecture or architectural engineering, or is engaged in any directly related field in the construction industry, as defined by the Council of the Association.

- (b) This general level of membership shall be afforded the general rights and privileges of the Association, including the right to speak; but excluding any rights to make motions, vote or hold office or to obtain or use a member's stamp.

#### **Certified Members**

- (a) A Certified member shall have been a GENERAL MEMBER who has filed an application for certification on the prescribed form with the Association, and has been awarded a classification as established and determined by the Certification Board in conformance with By-law No.2 and has continued to meet all the requirements of this classification.
- (b) Certified members shall be afforded all the rights and privileges of the Association, except as otherwise indicated in the by-laws, and are entitled to use letters after their names to indicate the designation awarded to them by the Certification Board - but shall not misrepresent their classification.
- (c) Certified members shall adhere to the latest recognized rules, principles, standards and responsibilities of their occupation/profession. These may include a "code of ethics" adopted by the Council of the Association.
- (d) The same general requirements shall apply to any other advanced class or category of membership, except as otherwise indicated elsewhere in these by-laws or by-laws relating to the certification process and to certified members, etc. **"Associate Members"**
  - (a) are those residing and working outside of the province of Manitoba, but otherwise having met and continuing to meet the minimum requirements for membership.
  - (b) These members shall be entitled to the rights, privilege and responsibilities peculiar to the category/classification to which they would belong if residing and working in Manitoba, but excluding the right to make motions, vote or hold office.

#### **Certification**

- (a) A **GENERAL MEMBER** in good standing desiring to become a Certified Member shall make application to the Association on the prescribed form.
- (b) The application shall contain such information concerning the applicant's background, education and experience as the Certification Board may from time to time require.
- (c) The application shall be accompanied by the certification fee.
- (d) The application shall be considered by the Certification Board as provided for in these by-laws.
- (e) If it is considered necessary by the Certification Board, a personal interview may be required with the applicant.

(f) If the applicant is awarded a classification by the Certification Board, the particulars shall be passed to the Council of the Association for confirmation.

(g) Upon receiving the notification of the decision of the Certification Board and the Council of the Association, the Secretary shall as the case may demand:

- Notify each applicant of the decision.
- Enter the required particulars of each member in the register.
- Issue to each member a certificate indicating his classification as established by the Certification Board.

#### **Membership Card**

The Secretary shall issue annually to each member who has paid his annual dues, a membership card for the year. Cards for members above the General Membership level, shall indicate the members certification status.

#### **General Obligation of Membership**

Every member shall comply with the provisions of these by-laws and any regulations made there under; and shall endeavor to promote the interests of the Association and to carry out the objects for which it has been established.

#### **Voluntary Resignation**

Any member may resign membership in the Association by giving notice in writing to the Secretary and upon receipt of such notice the member's name shall be removed from the register.

#### **Temporary Leave of Absence**

A member may request by letter a temporary leave of absence from the Association if such member is leaving the country for a prolonged period of time or due to illness. This member will still receive all Association mailings. The member upon return, shall inform the Association by letter that he would like to be reinstated to the Association.

#### **Complaints and Disciplinary Actions and Expulsion**

- (a) The Council of the Association may appoint a complaints and disciplinary committee to investigate reports of those types of actions which are grounds for disciplinary action or expulsion.
- (b) A member may be suspended or expelled from the Association by resolution of the Council, if the member:
  - (i) has made a misrepresentation of his technical status, or
  - (ii) has purported to make on behalf of the Association a public statement without prior authorization from the Council, or
  - (iii) has done any similar thing calculated or liable to adversely affect the standing of the Association and its members.

- (iv) has failed to pay the membership dues.
- (c) No resolution of the Council under the provisions of this bylaw shall be valid unless,
  - (i) The member to be expelled has been given notice of the allegations made against him, at least thirty days prior to the meeting at which the Council considers the resolution, and
  - (ii) The said member shall have had an opportunity to appear in person before the Council when they are considering the said resolution, and was given a fair and reasonable opportunity to speak and present evidence in his behalf.
- (d) If a member is expelled in accordance with these bylaws, his name shall be removed from the register and he shall be notified in writing of the action taken.
- (e) Any person for any cause whatsoever ceasing to be a member shall, ipso facto, cease to have any claim or interest in the assets, funds or property of the Association.

#### **Certification Board**

The Certification Board shall be appointed annually by the Council of the Association, and shall consist of at least seven members as follows:

- At least four certified members of the Association, one of whom shall be appointed chairman.

- At least three representatives to be chosen from any of the following groups:

- a) Manitoba Association of Architects
- b) Red River College - Building Sciences & Technology
- c) University of Manitoba Faculty of Architecture
- d) Construction Specifications Canada
- e) Manitoba Home Builders Association
- f) Winnipeg Construction Association
- g) PIDIM
- i) Sustainable Building Manitoba
- j) Manitoba Association of Landscape Architects

In selecting three representatives from within the group the Council shall at all times give preference to the Manitoba Association of Architects and Red River College for two of the three representatives.

#### **5. DIRECTORS**

The affairs of the Association shall be managed by a Council of not less than seven elected directors.

#### **6. QUALIFICATIONS**

Any certified member shall be qualified to be elected or appointed as a director.

#### **7. TERM ON COUNCIL**

- (a) No director shall be elected to Council for more than two

consecutive terms. A term is two years.

- (b) Three directors shall be elected in even-numbered years, and four directors shall be elected in odd-numbered years.
- (c) A person appointed by the directors to fill a vacancy on Council shall hold office for the balance of the unexpired term of the vacancy on Council.

#### **8. VACATING OF OFFICE**

The office of a director may be vacated if by notice in the following ways:

- (a) If by notice in writing to the Association he resigns his office.
- (b) If he ceases to be a member of the Association.
- (c) If at a Special General Meeting of the members of the Association a resolution is passed by three-quarters of the certified members present at the meeting that he be removed from office.

#### **9. FILLING VACANCIES**

Should a vacancy occur on the Council of the Association, the Council shall proceed to fill such a vacancy at its next regular meeting. A majority vote of those present and voting shall be necessary to elect.

#### **10. ELECTION OF DIRECTORS**

##### **(a) Nominating Committee Constitution**

A Nominating Committee shall be appointed by the Council of the Association not more than three months or less than two months prior to the Annual General Meeting, to prepare a slate of nominees to propose directors for the ensuing year.

The committee shall consist of at least two members plus a chairman. All members of the Association in good standing may serve on the Committee. The Council shall appoint a member to fill any vacancy which may subsequently occur on this Committee. Members of the Nominating Committee may stand for election only under the provisions of the Additional Nominations Procedure as outlined below.

##### **(b) Nominating Committee - Notice of Appointment**

The Council of the Association shall advise the membership of the Nominating Committee appointment and of the procedure for submission of additional nominations as outlined below, between **sixty** and **five** days prior to the Annual General Meeting.

##### **(c) Additional Nominations Procedures**

Additional nominations may be submitted to the Chairman of the Nominating Committee. Each such submission must be in writing and shall be supported by the signature of at least one Association member, as well as the consent and signature of each nominee. Such nominations properly endorsed must be in the hands of the Chairman at least fifteen days prior to the Annual General

Meeting. A standard form shall be provided for this. Additional nominations may be submitted or called for at the Annual General Meeting.

**(d) Nominating Committee List of Nominees**

Not less than ten days prior to the Annual General Meeting, the Nominating Committee shall submit to the Secretary a list of Nominees for Council. The Committee shall obtain the consent of each nominee before including his name on the submitted list.

**(e) List of Nominations - Notification to Members**

Not less than five days prior to the Annual General Meeting, the Secretary shall send to each voting member a list of the nominations submitted by the Nominating committee. Where nominees names have been received under the Additional Nominations Procedure, ballot forms may also be provided.

**(f) Letter Ballot**

When there are more nominees than the number of directors to be elected to Council, elections may be conducted by letter ballot or secret ballot at the Annual General Meeting.

**(g) Form of Ballot**

The names of all persons nominated as directors by the Nominating Committee shall be placed on the ballot form by the Secretary. The number to be elected and the method of marking and submission of ballots shall be made clear on the ballot forms. Alternatively, "write-in" ballots may be provided along with the Nominating Committee Notice of Appointment, for voting. The same consent and signatures shall be obtained as required under the Additional Nominations Procedures, outlined above. No names shall be written in unless the Secretary has provided these names to all voting members.

**(h) Method of Voting**

Each voting member may vote for as many candidates as there are vacancies to be filled or for a lesser number. Ballots shall be returned to the Chairman of the Nominating Committee, at the office of the Association or some other stated address.

**(i) Closing of Poll**

The poll shall close at five-o'clock in the afternoon of the fourth day prior to the Annual General Meeting and no ballots received after that time will be considered unless otherwise indicated by the Nominating Committee in its instructions accompanying the ballots.

**(j) Counting of Ballots**

The Nominating Committee shall meet the day prior to the Annual General Meeting and shall then or as otherwise indicated in "Closing of Poll" count and record the votes cast for each nominee.

**(k) Announcement of Election Results**

The results of the poll, which shall not otherwise be disclosed, shall be handed in a sealed envelope to the chairman of the Annual General Meeting. At same meeting, the sealed envelope shall be opened by the chairman and the results of the poll shall be announced by him.

**(l) Tie Vote**

In the case of equality of votes for any candidate as director, the Chairman of the Annual General Meeting shall cast a deciding vote.

**(m) Request for Recount**

Any objection to the poll as announced will be valid only if made immediately after the announcement and a proper request for recount will then be in order. If such a request is supported by ten members the chairman shall appoint a ballot recounting committee of six members, who shall forthwith recount all the ballots. Candidates may be present, or represented at such recount.

**(n) Announcement of Recount**

On completion of the recount, the results shall be communicated in writing to the chairman who shall announce it to the Annual General Meeting immediately. Such recount shall be final and binding.

**(o) Destruction of Ballots**

Following the announcement of the poll, or of the results of the recount, as the case may be, the ballots and any tally sheets shall be destroyed.

**(p) Alternative Voting Procedure**

In the event that insufficient nominations are received to fill the minimum number of director vacancies, election candidates may be nominated in person or volunteer at the Annual General Meeting. Any nominees or volunteers must be accepted by simple majority vote of those present and eligible to vote.

**11. DUTIES AND POWERS OF DIRECTORS**

(a) The directors of the Association shall conserve and administer the property of the Association both real and personal and shall set up such committees as they deem necessary to carry out the business of the Association. They as the Council may pass a resolution on how the acronym and the logo, etc., may and may not be used.

(b) The directors shall have full power to carry on the business of the Association except as herein or by statute otherwise provided.

(c) The directors shall not have the power to raise money in excess of \$50,000.00 by way of loan or mortgage or debenture or to sell any realty or assets or invest monies belonging to the

Association in other than authorized trustee investments, except when so authorized by a resolution at an Annual General Meeting or Special General Meeting of the membership.

(d) The directors shall authorize all financial commitments involving expenditures of more than \$100.00 by resolution of the directors.

(e) The directors shall be authorized to borrow money upon the credit of the Association for the purpose of the Association subject to the bylaws of the Association.

## **12. MEETINGS OF COUNCIL**

### **Requirements**

The Council of the Association shall meet on the call of the President or on a request in writing to the President signed by not fewer than five members of the Council. In any event, the Council of the Association shall meet at least once every three months.

### **Location**

The time and place of Council meetings shall be set by the President or by the members of the Council, who call the meeting and written notice of the meeting shall be mailed to all members of the Council at least seven days prior to the meeting.

### **Quorum**

Four members of the council of the Association shall constitute a quorum at any meeting of the Council.

### **Notification of Inability to Attend**

If any member of the Council of the Association is unable to attend a Council meeting he shall so inform the Secretary prior to the meeting.

### **Voting**

Questions arising at any meeting of Council shall be decided by a majority of votes. In case of an equality of votes the Chairman in addition to his original vote shall have a second or casting vote.

## **13. PROXIES**

Except by a motion of Council there shall be no voting by proxy at any meetings or the Annual General Meeting of the Association.

## **14. REMUNERATION OF DIRECTORS**

The directors shall receive no remuneration but the directors may pay such salaries to bona fide employees of the Association as may from time to time seem proper. A director shall not be debarred from receiving remuneration for any work which he may do for the Association on instructions from the Council in a professional capacity or in the course of his trade or calling and the director shall not be debarred from entering into a

contract with the Association. The directors may by resolution award special remuneration to any director or member of the Association undertaking any special service on the Association's behalf other than the routine work ordinarily required of a director or a member of the Association, and confirmation of any such resolution or resolutions by the members shall not be required. The directors shall also be entitled to be paid their travelling and other out-of-pocket expenses properly incurred by them in connection with the affairs of the Association.

**15. SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL**

The council in their discretion may submit any contract, act or transaction for approval or ratification at any Annual General Meeting of the members or at any Special General Meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at such meeting unless any different or additional requirement is imposed by the Association's Letters Patent or any other by-law shall be valid and binding upon the Association and upon all the members as though it had been approved or ratified by every member of the Association.

**16. FOR THE PROTECTION OF DIRECTORS AND OFFICERS**

The directors, officers or appointees of the Association and every one of them and every one of their heirs, successors, executors and administrators shall be indemnified and saved harmless out of the assets of the Association from and against all actions, costs, charges, losses, damages, and expenses which they or any of them or any of their heirs, successors, executors or administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

No director, officer or appointees of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or 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 Council of the Association for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of the persons, firm or association with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto

unless the same shall happen by or through his own willful act or default.

#### **17. OFFICERS**

Officers of the Association shall consist of a President, Secretary, Treasurer, Vice-President, Vice-Secretary, Vice-Treasurer and Directors who shall be elected by a majority of those present and voting at the first meeting of the directors following the Annual General Meeting. These shall hold their respective offices for a term of one year or until their successors are elected and qualified. All directors shall take office within sixty days of the Annual General Meeting.

#### **18. REMOVAL OF OFFICERS**

Should any officer be absent from three consecutive meetings of the directors or of the general membership without an excuse satisfactory to the other members of the Council, he shall, if a resolution to that effect is passed by the council, after notice to him, cease to hold office and his place shall be filled in the manner relating to vacancies.

#### **19. DUTIES OF OFFICERS MAY BE DELEGATED**

In case of the absence or inability of the President to act, the Vice-President or any other officer of the Association or for any other reason that the Council may deem sufficient, the Council may delegate all or any of the powers of such officer to any other officer or to any director for the time being provided that a majority of the quorum of the Council concur there-in.

#### **20. DUTIES OF OFFICERS**

##### **President**

The President shall act as Chairman at all meetings of the Council of the Association and of the Annual General Meeting and Extraordinary General or Special General Meetings of the Association. He shall be ex-officio of all committees.

##### **Vice - President**

The Vice-President shall have the powers and duties of the President during the absence of the latter and shall perform any duties relevant to his office as delegated to him by the President.

##### **Secretary**

The Secretary shall cause to be recorded and maintained minutes of all meetings of the Council of the Association, the Annual General Meeting and all other general meetings of the Association. He will conduct all correspondence of the Association and maintain records of same.

**Vice - Secretary**

The Vice-Secretary shall have the powers and duties of the Secretary during the absence of the latter and shall perform all duties relevant to his office as delegated to him by the Secretary.

**Treasurer**

The Treasurer shall receive all monies payable to the Association and make all disbursements duly authorized by the Council of the Association. He shall be responsible for the preparation and maintenance of financial records which clearly show the source of all income and true nature of all disbursements.

**Vice - Treasurer**

The Vice-Treasurer shall have the power and duties of the Treasurer during the absence of the latter and shall perform any duties relevant to his office as delegated to him by the Treasurer.

**Directors**

A Director upon the request of the President shall assume the Chairmanship of Committees as established by the Council of the Association. He shall be responsible for the selection of his committee from the members of the Association.

**21. SALARIED OFFICIALS**

The directors shall appoint such officials and agents as may be required for the proper operation of the Association. Being in the absence of a written agreement a salaried official shall be deemed to be hired from month to month. The salaried official shall mean one that is employed by the Association at a regular salary but shall not include one who is granted an honorarium.

**22. GENERAL MEETINGS**

Proceedings at all meetings shall be governed by rules laid down in Bourinot's "Rules of Order", excepting as otherwise provided Association's by-laws.

**(a) ANNUAL GENERAL MEETING**

The Annual General Meeting of the Association may be held on any day of the week, between the fifteenth day of March and the fifteenth day of April in each year; however, the date thereof may be as late as the end of April in extreme circumstances.

**(b) Items of Business**

The following items of business shall be dealt with at each Annual General Meeting:

- (1) The reading and confirmation of Minutes of the last Annual General Meeting and any Extraordinary General or Special General Meetings during the year.
- (2) Business Arising from the Minutes.

- (3) Report of the President.
- (4) Report of the Secretary.
- (5) Reports of representatives and committees.
- (6) Financial Report.
- (7) Notices of Motion.
- (8) Motions.
- (9) New Business.
- (10) Announcement of Election of Directors to the Council

(c) **Extra Ordinary General Meetings**

Extraordinary General Meetings shall be called by the Council of the Association as demanded by a written petition to the Secretary, signed by not fewer than **twenty percent** (20%) of the certified numbers in good standing of the Association. If within thirty (30) days after receipt of such petition, the Council does not convene an Extraordinary General Meeting, the petitioners or any majority of them may themselves convene an Extraordinary General Meeting. Any such petition shall set forth the purpose for which the meeting is to be called. Written notice to the membership calling an Extraordinary General Meeting shall clearly state the intended purpose of the meeting and no other business shall be transacted.

(d) **Notice of Meeting**

Notice of the Annual General Meeting, all Extraordinary General and Special General Meetings shall be sent to all members at least fourteen (14) days prior to the date of such meeting. It shall clearly set forth the place, date, the hour and the intended nature of the business to be transacted at the meeting. Non receipt of such notice by any member shall not invalidate the proceedings or any resolutions passed at the meeting.

(e) **Chairmanship of Meetings**

In the event that the President and Vice-President are not present within fifteen minutes after the time appointed for holding the meeting, the Council members present at the meeting shall choose from their number a chairman to conduct the entire meeting. If no members of the Council of the Association are present after the specified time, then the members present shall choose from their number a member in good standing to act as chairman.

(f) **Quorum**

At the Annual General Meeting, a quorum be calculated on **twenty five percent (25%)** of the members in good standing and entitled to vote who reside within the greater city of Winnipeg area, according to the Register of the Association.

At Extraordinary General and Special General Meetings, a quorum shall consist of twenty-five percent (25%) of the members in good standing and entitled to vote who reside within the greater City of Winnipeg area, according to the Register of the Association.

**(g) Voting Entitlement**

Every member of the Association in good standing who is entitled to vote as provided herein shall have one vote on each resolution presented at the Annual General Meeting or any other general meeting of the Association.

**(h) Voting Majorities**

At the Annual General Meeting or any other general meeting, all resolutions shall be decided by a majority of not less than two-thirds (2/3) of those members present and entitled to vote. Voting shall be by a show of hands, except when a letter ballot has been required by the Council of the Association; in which case the required majority shall be two-thirds (2/3) of the membership voting, except for elections to Council when a simple majority vote will decide.

**(i) Chairman's Vote**

The chairman of any meeting shall be entitled to vote only in the case of an equality tie of votes.

**(j) Meetings other than General**

Meetings of the Association or parts of the Association may be convened at the discretion of the Council of the Association in order to carry out the educational, social and other objects of the Association. Business conducted at such meetings shall be limited to discussions, unless otherwise authorized by the Council of the Association and cannot commit the Association as a whole.

**(k) Inspection of Association Records**

The membership list, minutes, documents and records of the Association shall upon request be open for inspection by any member of the Association one half hour prior to the time fixed for any Annual General Meeting or any Extraordinary General or Special General Meeting.

**23. MEMBERS MEETINGS**

**Omission of Notice**

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolutions passed or any proceedings taken at any meeting.

**Question of Adjournment**

The chairman may with the consent of any meeting adjourn the same from time to time, and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **24. NOTICES - Service**

Any notice may be given by the Association to any member or director either personally or by sending it through the post office in an envelope or by courier or electronic mail addressed to such member or director at his last known address.

#### **Signatures to Notices**

The signatures to any notice to be given by the Association may be written, stamped, typewritten or printed or digitally stamped.

#### **Computation of time**

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

#### **25. CHEQUES AND DRAFTS**

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer, and one of the President, Vice-President or Secretary.

#### **26. BOOKS OF ACCOUNT**

The books of account of the Association may be kept either at the head office or at such other place in the Province of Manitoba, Canada, as the directors may from time to time determine or approve.

#### **27. CUSTODY OF SECURITIES**

All shares and securities owned by the Association shall be lodged in the name of the Association with a chartered bank or a trust company, or with such other depositories as may be determined from time to time by the Council of the Association.

#### **28. EXECUTION OF INSTRUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the Association may be signed by the Secretary and one of the President, Vice-President or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the organization without any further authorization or formality. The Council of the Association shall have power from time to time by resolution to appoint any officers or persons on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Association may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officers or persons appointed by resolution of the Council of the Association.

The term "Contracts, documents or any instrument in writing" as used herein shall include deeds, mortgages, hypotheses, charges, conveyances, transfers

and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

In particular without limiting the generality of the foregoing, the President and Vice-President and the Secretary or the Treasurer or any two directors shall upon a resolution of the Council have authority, to sell transfer, assign, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrantees or other securities owned by or registered in the name of the Association and to sign and execute under the corporate seal of the Association or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities pursuant to such directors' resolution.

#### **29. BRANCHES**

The Association may establish or have associated with it branches or chapters in such places within the Province of Manitoba, as may be considered advisable and as the directors may from time to time determine. The organization of such branches or chapters shall be similar so far as practical to the organization of the Association as determined by this or any other by-law of the Association.

#### **30. FISCAL YEAR**

The fiscal year of the Association shall terminate on the 31st day of December in each year.

#### **31. AFFILIATION**

The council of the Association may affiliate the Association with another technological or professional organization in the architectural or building industry for the purpose of sharing office space, staff, and communication devices and other facilities, etc., provided that this affiliation does not place the Association in a subordinate relationship or a precarious situation.

#### **32. AMENDMENTS TO BY- LAWS**

These by-laws shall not be added to, repealed or amended except upon a motion at a Special General Meeting duly called or Annual General Meeting. Notice calling such a meeting shall be accompanied by a copy of the proposed motion.

(i) At the Annual General Meeting, a quorum shall be calculated according to Section 23(f) of these by-laws.

### **33. WINDING UP**

Upon the dissolution of the Association any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization having cognate or similar objects upon the passing of an extraordinary resolution by at least three-quarters of the members present at a meeting duly called for the dissolution or winding up of the Association. The members shall have a least fourteen days notice of such meeting.

### **34. AUDITORS**

Auditors shall be appointed at the Annual General Meeting of the members but no member of the Council of the Association or a salaried officer of the Association shall be appointed. Audited statements shall be submitted to the general meeting of the members annually.

### **35. INTERPRETATION**

In all by-laws of the Association, the singular shall include the plural and the plural the singular; and the masculine shall include the feminine.

Wherever reference is made in this by-law of any statute or section thereof such reference shall be deemed to extend and apply to any amendment to said statute of section, as the case may be.

IN WITNESS WHEREOF the parties hereto have hereunto set their hands and seals the day and year first above written.

The original Memorandum of Agreement of the Building Technologists Association of Manitoba Inc. was signed, sealed and delivered the 19th day of April, A.D. 1971 by: Doris May Hunt, Douglas Stewart Constable, Hans Mertes, I.M. Robinson, Dwayne Angus Colp, Hartwig Gaul, James L. Roy, R.D. Weldon and R. Martin.

Enacted as amended this **23<sup>rd</sup> day of March, 2005** at a Special General Meeting duly called, upon a motion adopted by the membership, and recorded in the Minutes of the Meeting. Witness the corporate seal of the Association

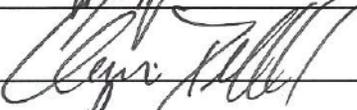
Enacted as amended this 23 day of March, 2016 at the Annual General Meeting duly called, upon a motion adopted by the membership, and recorded in the Minutes of the Meeting. Witness the corporate seal of the Association.

  
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Leighton Klassen

  
\_\_\_\_\_

Stephane Chappellaz

  
\_\_\_\_\_

Chris Tyrrell

  
\_\_\_\_\_

Chris Leverage

  
\_\_\_\_\_

Svetlana Kuchi

  
\_\_\_\_\_

Mark Rootsart

