

## **CONSTITUTION**

### **ARTICLE 1**                      **NAME**

The name of the Association shall be "ATLANTIC BRANCH EQUIPMENT ASSOCIATION".

### **ARTICLE II**                      **OBJECTS**

- (1) To promote understanding and good will on the part of the Atlantic Canada Water Works Association with respect to the functions of the Atlantic Branch Equipment Association and its members.
- (2) To encourage and stimulate the exchange of ideas concerning water supply systems between members of the Association and between members of the Atlantic Canada Water Works Association and other persons or bodies having similar interests.
- (3) To acquire and disseminate water supply industry information to the members.
- (4) To provide funding to the Atlantic Canada Water Works Association and its social and training programs
- (5) To foster and enhance relations between the members and the members of the Atlantic Canada Water Works Association.
- (6) To encourage and promote fair and ethical dealing between members of the Association and the Water Supply Industry.
- (7) Generally to promote member companies products and services and to be the technical resource to the Atlantic Canada Water Works Association and its members for all water and waste water products and services.

**1999 EDITION**  
**REVISED CONSTITUTION AND BY-LAWS**  
**OF**  
**ATLANTIC BRANCH EQUIPMENT ASSOCIATION**

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**ARTICLE III                      POWERS**

The Association is empowered:

- (1) To pursue and carry on any of its objects as stated in this Constitution or permitted by law.
- (2) To raise funds for the objects of the Association by lawful means including but not limited to the levy of membership fees.
- (3) To invest or otherwise use for the objects of the Association any monies received and similarly by way of special resolution of the membership may borrow money and secure repayment of same by any form of debenture, bond, mortgage or promissory note.
- (4) To authorize, make, execute, issue and endorse bills of exchange, cheques, promissory notes and other such instruments as may be necessary or convenient for the objects of the Association.
- (5) To use its funds for the attainment of its objects and purposes.
- (6) To do all such other things as may be ancillary or incidental to the attainment of the objects of the Association.

**ARTICLE IV                      ORGANIZATION**

The Association shall be governed and managed by a Board of Directors. The Directors shall be elected or appointed from the membership in accordance with the By-laws of the Association.

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### ARTICLE V                      **OFFICERS**

There shall be a President, Vice-President, Senior Director, Junior Director, a Secretary/Treasurer and a Past-President of the Association. The Secretary-Treasurer shall be appointed by the executive and approved by the general membership on a yearly basis. The position of Secretary/Treasurer will be for a three year period. The progression through the Board positions shall be Junior Director, Senior Director, Vice-President, President and Past-President. In the case of a vacancy, each Officer below the vacant position shall move up, and the Board will appoint a new Junior Director to complete the unexpired term.

### ARTICLE VI                      **VOTING**

For purpose of election of Officers, each member shall be entitled to one vote for the election of President. Vice-President, Senior Director and Junior Director. For purposes of the normal conduct of business, each member shall be entitled to one vote.

### ARTICLE VII                      **MEETINGS**

- (1) The Annual General Meeting of the Association shall be held during the Annual Atlantic Canada Water Works Association. Conference. Notice of the date and time of the meeting shall appear in the Conference literature or the Secretary-Treasurer shall send written notice at least 15 days before the date on which the meeting is to be held.
- (2) At the Annual General Meeting the order of procedure shall be: Reading of the Minutes, President's Report, Report of the Treasurer, Report of the Committees and Miscellaneous Business.
- (3) A special meeting of the Association may be called by the Board, or upon written request to the Board, by twelve members in good standing. If a special meeting is called, the purpose shall be stated in the notice and no other business shall be transacted. The Secretary Association at least 15 days before a Special Meeting, giving the date, place, time and agenda.

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- (4) Thirteen members shall constitute a Quorum.
- (5) There shall be no voting by Proxy.
- (6) The Board shall hold a meeting during the first day of the Atlantic Canada Water Works Association. conference, prior to the Executive Meeting of that Association.
- (7) All other Board Meetings shall be held at the call of the President or any three members of the Board of Directors. A Quorum of Directors shall consist of three members of the Board, one of which shall be the President, or the Vice-President.
- (8) Board Meetings may be held by telephone conference call.

## **ARTICLE VIII                      DEFINITIONS**

In these by-laws the following definitions shall be applicable:

- (a) "The Association" means the Atlantic Branch Equipment Association.  
  
"The Register" means the register of members to be kept by the Secretary-Treasurer.
- (b) "Month" means calendar month.
- (c) "The Directors" means the Directors for the time being of Association.
- (d) "Year" means a calendar year.
- (e) "Board" means Board of Directors.
- (f) "Days" means clear days.
- (g) "Member" means a member of the Association whose name is on the Register who has not been expelled or suspended, and includes officers of the Association.
- (h) Words importing the singular number only, include the plural number and vice-versa.

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- (l) Words importing the masculine gender only, include the feminine gender. Words importing persons include corporations.

### **ARTICLE IX                      AMENDMENTS**

Amendments to this Constitution shall only be considered at an Annual General Meeting and shall require a two-thirds majority vote of the members present. Amendments to the By-Laws shall require a single majority vote of the members present at the meeting. All proposed Constitution and Bylaw changes must be sent to the Secretary/Treasurer 60 days prior to the Annual General Meeting. The Secretary/Treasurer must send the proposed changes to the general membership 30 days prior to the Annual General Meeting.

### **ARTICLE X                      BY-LAWS**

The Board of Directors may make By-Laws consistent with this Constitution for the better government of the Association in relation to:

- (a) Membership qualifications and requirements.
- (b) Election or appointment of officers and their duties and responsibilities.
- (c) The convening and conduct of meetings.
- (d) The appointment and duties of committees, both standing and ad hoc, agents, professionals or specialists for the purpose of the association.
- (e) The conduct, control and management of the affairs of the Association for the general benefit of the Association.

### **ARTICLE XI                      HEAD OFFICE AND SEAL**

The Association's Head Office shall be at the office of the Secretary-Treasurer of the Association. The Corporate Seal of the Association shall be kept in the possession of the Secretary-Treasurer and shall be used in furtherance to the execution of all documents concerning the Association, together with the signature of the Secretary-Treasurer and the President and/or the Vice-President.

## **BY-LAWS**

### **MEMBERSHIP**

- (1) The membership of this association shall consist of all paid-up suppliers' members for the calendar year in which a general meeting is held. Each member shall designate one person present as their voting representative.
- (2) Every individual or firm who wishes to become a member of the Association shall make application to the Secretary in writing, stating his full name, address and occupation, and principal goods or service supplied to the Waterworks industry.
- (3) A member may resign by sending a written notice to that effect to the Secretary Treasurer prior to August fifteenth in any Calendar year.
- (4) Any member whose current dues remain unpaid at August fifteenth shall cease to be a member in good standing but may be reinstated upon payment of any outstanding amount within the current year. Any member whose dues remain outstanding for one year shall cease to be a member of the Association and must pay an initiation fee before re-joining.
- (5) Members may be expelled for cause by a two-thirds vote of members present at a general meeting, provided that a notice specifying the intention to propose said expulsion has been forwarded to members at least fourteen days before the meeting.
- (6) The Secretary Treasurer shall remove from the Register and the Conference Program the name of a member who has been expelled or who has been suspended or who has resigned.

## **II DUES AND ASSESSMENTS**

- (1) Annual dues and Assessments for the year shall be formulated by the Board of Directors. Any changes in Annual Dues from the previous year shall be ratified by the Association at the next annual general meeting.
- (2) Where the financial solvency of the Association is at peril, the Board of Directors shall have immediate authority to make a special levy on the membership for the purpose of the continuance of the Association.

## **BY-LAWS**

- (3) All dues, assessments and levies shall be due and payable by any member within thirty days of notice by the Secretary.

### **III CONDUCT OF MEMBERS**

- (1) Members whose conduct is considered by the Board of Directors to be contrary to the stated purposes of the Association shall be asked by the Board to explain or justify their actions. If the members are unwilling or unable to do so, they shall be asked by the Board to resign from the Association. If they do not resign, the Board shall give notice of motion, to be considered at the next general meeting requesting their expulsion from the Association. A copy of this motion shall be communicated to the member concerned in time for that person to make a written response. If a response is made, it shall be circulated with the notice of motion. The members concerned shall be given an opportunity to explain their positions at the meeting at which the motion requesting their expulsion is considered. Approval of such a motion shall require a two-thirds majority of the votes cast.

### **IV DIRECTORS**

- (1) Each Director shall be an officer or employee of a member in good standing. There shall not be more than one director representing any member.
- (2) The business and affairs of the Association shall be managed and directed by the Board of Directors which shall constitute the Officers. Each Officer's term of office shall be for one year.
- (3) The Board of Directors shall be authorized from time to time to make such rules and regulations pertaining to the Association as it deems advisable.
- (4) The President and Secretary-Treasurer of the Association shall be the Associations' representatives to the Atlantic Canada Water Works Association as executive members of that Association.
- (5) All Directors shall be members in good standing of the American Water Works Association.



## **BY-LAWS**

- (6) The Association may, by special resolution, remove a Director before expiration of his term of office and appoint another member as a Director to act until the next annual General Meeting.

### **V ELECTIONS**

- (1) The incumbent board shall appoint a nominating committee consisting of three members who are not members of the Board, one of whom shall be designated as the Chairman. This committee shall nominate a President, Vice-President, Senior Director and Junior Director. This committee shall report at the Annual Meeting and upon the Committee's report being received the presiding officer shall ask for any further nominations from the floor.
- (2) The names put forward by the nominating committee and the name(s) (if any) received in response to the invitation for nominations from the floor are placed on the ballot after the presiding officer has called three times for any further nominations with no response.
- (3) If only one nomination is received for any position, and no further nominations are received after the chair has asked three times if there are any further nominations, the chair then declares that the candidates who are unopposed are elected by acclamation.

### **VI DUTIES OF OFFICERS AND DIRECTORS**

- (1) The President, or in his absence the Vice-President, or in his absence the immediate Past President, shall be the Chairman at all meetings of the Board of Directors. In the event of a tie vote, the Chairman shall decide the issue.

## **BY-LAWS**

- (2) The Secretary-Treasurer shall attend all meetings of the Association duly recording the proceedings thereof. He shall see that all monies due the Association are collected and deposited to the Association's account. He shall perform all duties laid down in the By-Laws of the American Water Works Equipment Association. The Secretary-Treasurer shall receive no remuneration for carrying out his duties but may be re-imbursed for out of pocket expenses when travelling on behalf of the Association.

### **VII AUDIT OF ACCOUNTS**

- (1) The accounts of the Association shall be audited each year by an audit committee of two members of the Association who are not serving on the Board of Directors.
- (2) The accounts of the Association shall be open to any member of the Association for inspection at any time or reasonable notice.
- (3) The fiscal year end of the Association is December thirty-first.

### **VIII MEMBER REGISTER AND MINUTES**

- (1) The Association shall keep a proper register of members with their current addresses and shall furnish a list of paid up members including conference delegates names, to the Atlantic Canada Water Works Association Conference Committee in time for its publication in the Conference Program.
- (2) Proper minutes of each meeting shall be kept including:
  - (a) The date, time and place of the meeting.
  - (b) The name of the person in the chair and any changes in the chair.
  - (c) All motions properly moved, including the name of the mover and seconder.
  - (d) The results of all votes taken.
  - (e) A list of all reports and documents introduced during the meeting with copies of these reports being attached to the official copy of the minutes.

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- (f) A summary of significant points raised during the debate of motions, but not a verbatim account of the speeches.
  - (g) Any commitments made by Officers or any other persons present at the meeting.
  - (h) The time of adjournment.
  - (i) The Secretary's signature.
- (3) The register and minutes shall be kept at the office of the Secretary-Treasurer and shall be open for inspection by the members on reasonable notice, free of charge.

**IX PROFESSIONALS**

The Association may employ professional consultants such as auditors, legal counsel and other specialists when needed.

**X SIGNING AUTHORITY**

The Secretary-Treasurer together with at least one of the following: President, Vice-President or immediate Past President shall have authority to sign on the Association's behalf on matters of a legal nature or bank instruments.

**XI NOTICES**

A notice which has been sent postage prepaid to the last known address of the member is considered given on the date it is mailed.