

CONSTITUTION AND BY-LAWS
MUNICIPAL SERVICE AND SUPPLIERS ASSOCIATION

CORPORATE SEAL

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the association.

CONDITIONS OF MEMBERSHIP

2. Membership in the association shall be limited to persons interested in furthering the objects of the association and shall consist of suppliers, manufacturers, consultants and contractors and anyone whose application for admission as a member has received the approval of the board of directors.

OBJECTIVES

- a) To support the knowledge and advance of technology in the design, construction, operation and management of water quality systems and facilities
- b) To increase the knowledge and understanding of the earth's water environment and encourage and promote action necessary for its enhancement
- c) To strengthen and build alliances with organizations incorporating members of all professions dedicated to the preservation and enhancement of water quality and resources
- d) Serve the international community of water environment professionals

CLASSES OF MEMBERSHIP:

- a) Active Members
 - b) Retired Members
 - c) Association Life Members
 - d) Association Honorary
- a) Active members shall be suppliers, manufacturers, consultants and contractors and anyone else sharing the objectives of the association who have paid annual dues and shall appoint one voting representative and shall have all the rights and privileges granted by the association including the rights to hold office and serve on committees
 - b) A Retired Member shall be any person retired from and not currently professionally affiliated with the water quality field. A Retired Member shall have all the rights and privileges of an Active Member but may not retain this class of membership beyond the First Anniversary date following re-employment and/or professional affiliation within the water quality field.
 - c) An Association Life Member shall be a person who has been an active Member of the Association for a total of at least thirty-five years and on whom the directors of the association has conferred Association Life Membership
 - d) Association Honorary Membership may be conferred on any member in recognition of long or distinguished service to the association or in carrying

out the objectives of the association. All persons who are residents within the boundaries of the association and on whom the Municipal Service and Suppliers Association has conferred Association Honorary membership shall become honorary members of the association

2. There shall be annual membership dues directed by the board of directors.
3. Any member may withdraw from the association by delivering to the association a written resignation and lodging a copy of the same with the secretary of the association.
4. Any member may be required to resign by a vote of three quarters (3/4) of the members at an annual meeting.

BOUNDARIES AND HEAD OFFICE

5. The Association shall function throughout the provinces of Canada and the Head Office of the Association shall be in the City of Calgary, Alberta.

BOARD OF DIRECTORS

6. The property and business of the association shall be managed by a board of four directors of whom three shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract.
7. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.
8. At the October 1995 meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.
9. The directors of the association are:
Chair, Chair-Elect, Vice Chair, Past Chair
10. The term of office of directors shall be approximately for one year and shall start at the close of the last day of the annual meeting at which they are elected and shall terminate at the close of the last day of the annual meeting at the expiration of their terms or until their successors are duly elected.
11. The office of director shall be automatically vacated:
 - a) if a director has resigned his/her office by delivering a written resignation to the secretary of the association;
 - b) if he is found by the court to be of unsound mind;
 - c) if he becomes bankrupt or suspends payment or compounds with his creditors;
 - d) if at a special general meeting of the members, a resolution is passed by 2/3 of the members present at the meeting that he be removed from office;
 - e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment fill the vacancy with a member of the association.

12. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meetings shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Each director is authorized to exercise one (1) vote.

If all the directors of the association consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephones or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting. A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

13. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any director from serving the association as an officer or in any capacity and receiving compensation therefore.
14. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.
15. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
16. A reasonable remuneration for all officers, agents and employees, and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

17. Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against.
 - a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is

brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter of thing whatsoever, made done or permitted by him/her, in or about the execution of the duties of his office or in respect of any such liability;

- b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

POWERS OF DIRECTORS

18. The directors of the corporation may administer the affairs of the association in all things and make or cause to be made for the association, in its name, any kind of contract which the association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the association is by its character or otherwise authorized to exercise and do.
19. The directors shall have power to authorize expenditures on behalf of the association from time to time and delegate by resolution to an officer or officers of the association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the association in accordance with such terms as the board of directors may prescribe.
20. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

OFFICERS

21. The officers of the corporation shall be a Chair, Vice-Chair, and Secretary/Treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members.
22. The chair shall be elected at an annual meeting of members. Officers other than chair of the association shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.
23. The officers of the association shall hold office for three years from the date of their appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

24. The Chair shall be the chief executive officer of the association. He/she shall preside at all meetings of the association and of the board of directors. He shall have the general and active management of the affairs of the association. He/she shall see that all orders and resolutions of the board of directors are carried into effect.

25. The Vice Chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
26. The Secretary/Treasurer shall have custody of the funds and securities of the association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the association in the books belonging to the association and shall deposit all monies, securities and other valuable effects in the name and to credit of the association in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He/she shall disburse the funds of the association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the chair and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the association. He/she shall also perform such other duties as may from time to time be directed by the board of directors.

The secretary/treasurer may be empowered by the board of directors, upon resolution of the board of directors, to carry out his affairs of the association generally under supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as maybe prescribed by the board of directors or chair, under whose supervision he/she shall be. He/she shall be custodian of the seal of the association, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

27. The duties of all other officers of the association shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

28. Contracts, documents or any instruments in writing requiring the signature of the association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the association to sign specific contracts, documents and instruments in writing. The directors may give the association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the association. The seal of the association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

MEETINGS AND QUORUM

29. The annual or any other general meeting of the members shall be held anyplace in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

30. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the chair or vice chair shall have power to call, at any time, a general meeting of members on written requisition of members carrying not less than 5% of the voting rights. 20% of total membership, present in person at a meeting will constitute a quorum.
31. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he has the right to vote by proxy.
32. Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the association.
33. A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it were passed at a meeting of members.
34. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the association.

MINUTES OF BOARD OF DIRECTORS

35. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the association but shall be available to the board of directors, each of who shall receive a copy of such minutes.

VOTING OF MEMBERS

36. At all meetings of members of the association, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

FINANCIAL YEAR

37. Unless otherwise ordered by the board of directors, the fiscal year-end of the association shall be December 31.

COMMITTEES

38. The board of directors may appoint committees whose members will hold offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix any remuneration to be paid.

AMENDMENT OF BY-LAWS

39. The by-laws of the association not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

AUDITORS

32. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

40. The directors shall see that all necessary books and records of the association required by the by-laws of the association or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

41. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the association as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force or effect.

INTERPRETATION

42. In these by-laws and in all other by-laws of the association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

INNAUGURATION

43. The Association shall be formed on March 8, 1995 in Banff, Alberta.