

Articles of Association and Bylaws ("Bylaws") of Trotter and Morton Technologies Inc. Employees' Association

Name

1. The name of the Association is the "Trotter and Morton Technologies Inc. Employees' Association" (the "Association").

Objects

2. The objects of the Association are:
 - a. To promote the interests and well-being and to uphold the rights of Association members employed in the electrical industry by Trotter & Morton Building Technologies Inc. (the "Employer")
 - b. To consider and adopt methods of promoting and regulating sound labour relations and, on behalf of Association members, to regulate relations between the Employer and Association members by:
 - i. Resolving disputes between the Employer and Association members;
 - ii. Bargaining collectively with the Employer for the purpose of entering into and administering a collective agreement(s) and other related undertakings and agreements containing provisions as to the terms and conditions of employment; and
 - iii. Negotiating or otherwise resolving disputes between the Association and the Employer arising out of the interpretation, application and/or administration of such agreements.

Membership

Eligibility for
membership

3. Membership in the Association is open to all persons employed by Trotter & Morton Building Technologies Inc. and engaged in electrical construction or electrical maintenance work.

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| Persons under 18 | 4. Persons under the age of eighteen years may be admitted as members of the Association and appointed to any office of the Association. Members under the age of eighteen years are liable for the payment of any fees, dues, or assessments as if they were the full age of majority. |
| Good standing | 5. A member is in good standing when he or she is fully paid up with respect to all fees, dues, and assessments. |
| Inactive membership | 6. The Executive may make rules providing for a member to continue or maintain membership in the Association on an inactive basis in the event the Employer interrupts the employment of the member. |

Application for Membership

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| Application form | 7. Application for membership in the Association must be in writing. The Executive will prescribe an application form and make rules about the information required in the application. |
| Application fee | 8. All applications must be accompanied by the prescribed fee. |
| Applicant accepts Association rules | 9. By submitting an application for membership, the applicant agrees to abide by these Bylaws, and all rules passed under the Bylaws and by the Executive. |
| Becoming a member | 10. An applicant becomes a member when the application is approved by the Executive. |

Meetings of the Association

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| Annual general meeting | 11. The Association will have an annual general meeting each year. The annual general meeting will be held in Calgary, Alberta, at the time and place determined by the Executive. The annual general meeting must be held within four months of the end of the Association's fiscal year. |
| Notice of annual general meeting | 12. Notice of the annual general meeting will be provided at least fourteen days in advance of the meeting. The notice will indicate the nature of the business to be transacted at the meeting. |
| Business at annual general meeting | 13. The business to be transacted at the annual general meeting will include the following: <ul style="list-style-type: none"> a. Annual report of the Executive; |

- b. Presentation of financial statements for the fiscal year just completed;
- c. Setting dues for the upcoming year;
- d. Appointment of auditors;
- e. Any other business determined by the Executive or a majority of members in attendance at the annual general meeting; and
- f. Election of the Executive.

General meetings other than the Annual General Meeting

- 14. The President or the Secretary may call a general meeting of the membership at any time.

Request for general meeting other than the Annual General Meeting

- 15. The President or the Secretary will call a general meeting as soon as possible after receiving a written request signed by at least twenty per cent of the members of the Association in good standing at the time of signing the written request.

Notice of general meetings other than the Annual General Meeting

- 16. Notice of a general meeting will be provided at least fourteen days in advance of the meeting. The notice will indicate the nature of the business to be transacted at the meeting.

Quorum

- 17. Twenty-five members in good standing, or 5% of the membership in good standing, whichever is less, constitute a quorum for the transaction of business at any meeting of the members of the Association.

Questions decided by majority vote

- 18. Except as otherwise provided in these Bylaws, all matters coming before a general meeting are decided by a simple majority vote of members present at the meeting.

Special resolutions

- 19. Any resolution required by these Bylaws to be put to the members as a special resolution must be:
 - a. considered at a general meeting of the Association after notice of the special resolution was given in the notice of the meeting; and
 - b. passed by at least two-thirds of the members present at the meeting.

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| One vote per member | 20. Each member in good standing is entitled to one vote. Members not in good standing are not entitled to vote at any meeting of the Association. |
| Voting by show of hands | 21. All votes will be taken by a show of hands unless the President, or other Chair of the meeting if the President is not acting as Chair, directs the vote be taken by secret ballot. |
| Voting at general meetings | 22. There is no voting by proxy. A member must be present when a vote is taken in order to vote. |
| Resolving ties | 23. In the case of a tie, the Chair of the meeting casts a second and deciding vote. |
| Rules of Order | 24. Except as otherwise provided in these Bylaws, meetings will be conducted according to <i>Wainberg's Society Meetings Including Rules of Order</i> . |

Executive

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| Members of Executive | 25. The Executive manages the affairs of the Association. |
| | 26. The Executive consists of the following officers: <ul style="list-style-type: none"> a. President; b. Vice-President; c. Secretary; d. Treasurer; and e. Member-at-large. |
| One position only | 27. No member may simultaneously hold more than one office on the Executive. |
| Liability insurance | 28. The Executive may authorize the purchase of and maintain liability insurance to indemnify officers and employees. |

Election of the Executive

Elections at annual general meeting	29. Elections for the Executive are held at the annual general meeting.
Eligibility for election to Executive	30. Any member of the Association in good standing is eligible for election to the Executive.
Nominations	31. Nominations for election to the Executive must be seconded and the candidate must be present at the meeting and consent to stand for election.
Vote by show of hands	32. Voting for the Executive is on a position-by-position basis, and is by show of hands.
Election	33. The candidate for each office receiving the most votes will be declared elected.
Resolving ties	34. In the case of a tie between two or more candidates, the outgoing (or incumbent) President casts the deciding vote, unless the President is a candidate for the position, in which case the outgoing (or incumbent) Vice-President casts the deciding vote.

Term of Office for the Executive

Two year terms	35. The term of office for officers is two years, with the exception of the President and the Secretary elected immediately after the adoption of these Bylaws, whose term of office is one year. All subsequent elections for the President and Secretary will be for two year terms. An officer takes office at the conclusion of the annual general meeting at which he or she is elected and holds office until the conclusion of the annual general meeting two years after election.
Staggered terms	36. The purpose of the one year terms referred to in the preceding article is to stagger the terms of office, so the President and Secretary are elected one year and the Vice-President, Treasurer, and Member-at-large are elected the following year, to ensure continuity over time.
Re-election	37. Any officer is eligible for re-election if otherwise eligible for election to the Executive.

38. With respect to vacant officer positions

- a. If an officer ceases to be an officer before the regularly scheduled of term, the Executive will either call a general meeting with the purpose of filling the open position, or, via the most efficient, electronic means available, engage the membership, to call for nominations for the vacant position(s). The Executive will then facilitate an opportunity for the nominees to address the general membership through a single, written communication. The Executive will then expedite electronically, a voting process with a specific start and end date. Votes cast, via means other than specifically designated by the Executive will be disregarded. Votes cast, prior to, or post, the specific voting window will also be disregarded. If necessary, to transact the business of the Association, the Executive will select a current Executive member to stand in for the vacated position until a new Executive member is elected.
- b. If an officer ceases employment for the purpose of completing a block training slot necessary for advance through the apprenticeship program, or to advance to journeyman status, he or she will be able to continue to hold the office they were elected to, for the period of the training. During the period of the training, the officer will not receive his or her association pay. Once the training is completed, if the member is not re-hired then the position will be declared “vacant” as outlined in section 39(b). The process outlined in section 38(a) will be used to facilitate a new member being elected to the vacant position.

Removal or Suspension of an Officer

Ceasing to be
an officer

39. An officer ceases to be an officer if he or she:

- a. resigns;
- b. ceases to be a member of the Association;
- c. is convicted of an indictable criminal offence while in office, or is declared mentally incompetent; or

d. is removed by a special resolution at a general meeting of the Association.

Suspension

40. If an officer is charged with an offence under these Bylaws, a majority of the remaining officers may vote to suspend that officer from the Executive until the charge is resolved.

Meetings of the Executive

Notice of meetings

41. A meeting of the Executive may be called at any time by the President or any other two officers. All officers will be given at least 48 hours notice of a meeting. Notice of an Executive meeting is not required if:

- a. The meeting is a regular meeting held at a date and time agreed in advance by the Executive;
- b. The meeting is held immediately following a general meeting; or
- c. All the officers, including those not present at the meeting, agree to waive the requirement for notice.

Quorum

42. Two officers are a quorum for the transaction of business by the Executive.

Questions decided by majority vote

43. All questions coming before the Executive will be decided by a majority vote of the officers present. The President may vote on any question coming before the Executive.

Resolving ties

44. In the case of a tie, the President casts a second and deciding vote.

Written resolutions

45. Any resolution of the Executive made in writing and signed by all officers has the same effect as a resolution passed at a meeting of the Executive.

President

Duties of the President

46. The President's duties are:

- a. To oversee the affairs of the Association and the Executive;
- b. To chair meetings of the Association and the Executive; and

- c. To perform such other duties as may be determined by the members of the Association or the Executive.

Vice-President

Duties of the Vice-President

47. The Vice-President's duties are:

- a. To assist the President;
- b. To exercise the duties of the President if the President is absent or unable to fulfill his or her duties; and
- c. To perform such other duties as may be determined by the members of the Association or the Executive.

Secretary

Duties of the Secretary

48. The Secretary's duties are:

- a. To record the minutes of the Association and the Executive;
- b. To give notices required to be given to members and officers;
- c. To keep the records required by these Bylaws; and
- d. To perform such other duties as may be determined by the members of the Association or the Executive.

Treasurer

Duties of the Treasurer

49. The Treasurer's duties are:

- a. To be the custodian of the funds of the Association, to deposit all monies of the Association in the bank account determined by the Executive, and to disburse the funds of the Association as directed by the Executive;
- b. To keep the financial records required by these Bylaws;
- c. To prepare financial statements for each fiscal year to be presented at the annual general meeting; and

- d. To perform such other duties as may be determined by the members of the Association or the Executive.

Member-at-large

Duties of the
Member-atlarge

50. The Member-at-large's duties are to perform such duties as may be determined by the members of the Association or the Executive.

Committees and Representatives

Committees
may be
established

51. The members of the Association or the Executive may establish committees and appoint members to any committees that are established.

Negotiating
committee

52. The members of the Executive may appoint a negotiating committee to negotiate with the Employer to establish a collective agreement(s) containing provisions as to the terms and conditions of employment. The negotiating committee will consist of at least one member of the Executive and one non-Executive member of the Association.

Representatives

53. The members of Executive will assist and may appoint representatives to assist members in presenting complaints or grievances to the Employer and enforcing and administering the collective agreement.

Employees or Contractors

Hiring

54. The Executive may hire, supervise, and dismiss employees, contractors, or vendors for any purpose determined by the Executive. The Executive may set any terms and conditions of such contract, including hiring on a continuing, fixed-term, or project basis.

Signing Officers

Execution of
documents

55. The President and at least one other member of the Executive will sign all documents requiring execution on behalf of the Association.

Seal

56. The Executive may adopt a seal and may make rules about the use of the seal and the persons that must witness the affixing of the seal to any document.

Records

- General records 57. The Secretary will keep records that must include:
- a. a copy of these Bylaws and any special resolutions amending them;
 - b. lists of the members and former members of the Association and the officers and former officers of the Association; and
 - c. any records that the Association is required by law to keep.
- Financial records 58. The Treasurer will keep full and accurate financial records that must include records of:
- a. all monies received or expended by the Association and the reason for the receipt or expenditure;
 - b. all revenues and expenditures of the Association;
 - c. the assets and liabilities of the Association; and
 - d. all other transactions affecting the financial position of the Association.
- Inspection of records 59. Members of the Association may inspect the records of the Association if, when, and where authorized by the Executive or by a resolution approved at a general meeting of the Association.

Fiscal Year

60. The Association's fiscal year is September 1 to August 31.

Banking and Investment

- Bank 61. The Association uses the bank or banks determined by the Executive.
- Investment 62. The Executive may invest any of the funds of the Association not required for current expenditures in securities authorized by law for the investment of trust funds.
- Borrowing 63. The Executive may borrow, raise, or secure the repayment of such sum or sums in such manner and upon such terms as it sees fit, but the exercise of this power must be approved by a special resolution at a general meeting of the Association.

Auditors

Appointment of
auditors

64. The Association will appoint an auditor every year at the annual general meeting.

Rights of
auditors

65. The auditor has a right to:

- a. access the Association's financial records at any time;
- b. require the Executive or any officers to provide any information necessary to perform his duties as auditor; and
- c. attend any meeting of the Association at which any accounts examined or reported on by the auditors are to be presented to the members and make any statement or explanation with respect to the accounts.

66. The auditors will prepare a report each year on the accounts they examine, such report to be presented to the members each year at the annual general meeting. The report must include a statement indicating:

- a. Whether the auditors have obtained all the information and explanation required; and
- b. Whether the financial statements accurately show the Association's affairs as of the date of the financial statements to the best of the auditor's information.

Fees, Dues, and Assessments

Fees

67. The application fee to join the Association and any other fees will be set from time to time by the members at a general meeting.

Dues

68. Each member, whether in good standing or not, must pay dues every pay period. Dues will be set each year at the annual general meeting.

Special
assessments

69. Assessments may be levied to meet extraordinary expenses. Assessments must be set by the members at a general meeting.

Payment by
payroll
deduction

70. Dues will be deducted by the Employer from the member's wages and remitted on the member's behalf to the Association. Assessments or other fees may also be paid by way of payroll deduction, which will be addressed in the resolution authorizing the assessment or fee. If a member is not working, he or she remains responsible to pay dues, assessments or fees, which obligation may be temporarily suspended or waived by the Association upon application by the member.

Offences and Discipline

Offences

71. A member may be disciplined for committing one or more of the following offences:
- a. violating any provision of these Bylaws or any rules passed under these Bylaws;
 - b. obtaining membership in the Association through fraudulent means or misrepresentation;
 - c. allowing another person to use his or her membership card, or other evidence of membership, for any purpose;
 - d. altering any records of the Association, including a membership card;
 - e. committing fraud in connection with voting under these Bylaws;
 - f. engaging in activities designed to bring about the resignation of any member or group of members;
 - g. interfering with the Association's performance of any legal or contractual obligations;
 - h. failing to carry out duties assigned to him or her under these Bylaws or any rules passed under these Bylaws, or by the members of the Association, or by the Executive;
 - i. engaging in activities on behalf of any employer, employer organization, or other union whose position is adverse or detrimental to the interests of the Association;

- j. revealing any information about the affairs of the Association to any employer, employer organization, or other union;
- k. engaging in activities designed to cause physical or economic harm to another member, or to the Association;
- l. causing or engaging in any work stoppage or strike without authorization of the Association or the Executive;
- m. misappropriating any monies or assets of the Association or knowingly receiving misappropriated monies or assets;
- n. failing to pay dues, assessments, or fees when they are due; and
- o. failing to file charges or notify the Executive despite knowing of an offence under these Bylaws.

Failure to pay
fees, dues, or
assessments

72. If a member fails to pay fees, dues, or assessments when due:
- a. if the payment is overdue by thirty days or more, the member will be given notice that the payment is overdue and the member may be suspended by a majority vote of those officers present at a meeting of the Executive if the dues are not paid within a further thirty days;
 - b. if the member pays after being suspended, the Executive may reinstate the member upon receiving payment;
 - c. if the member does not pay after having been suspended, Executive will call a general meeting at which the members will vote on a resolution to expel the member from the Association.

Charges

73. Any member of the Association may file a charge against another member for an offence under these Bylaws. A charge must:
- a. be in writing;
 - b. include details of the alleged offence, including relevant dates, times, and places;
 - c. specify the provision of the Bylaws alleged to have been violated;

- d. be delivered to the Secretary; and
- e. be delivered within sixty days of when the member filing the charge first became aware of the alleged offence.

Investigation 74. The Executive may investigate a charge or appoint a person or person to investigate a charge.

Notice of charge 75. A member charged with an offence will be given notice of the charge. The notice must:

- a. be in writing;
- b. include details of the alleged offence, including relevant dates, times, and places;
- c. specify the provision of the Bylaws alleged to have been violated;
- d. be delivered in person or sent by recorded mail to the member at his or her last known address shown in the records of the Association;
- e. be delivered or sent within ten days of the Secretary receiving the charge; and
- f. specify the date, time, and place of any investigation meeting with the member charged, or the date, time, and place of any hearing into the charge(s).

Hearing 76. The Executive will hear the charge(s) or appoint a person or person to hear the charge(s). The person or panel hearing the charge(s) may make rules or decisions about the procedure or conduct of the hearing.

Right to counsel 77. A member charged with an offence has the following rights:

- a. to be represented by counsel at the hearing;
- b. to question witnesses; and

- c. to present evidence and call witnesses in his or her defence.
- Hearing 78. If a member charged with an offence does not attend the hearing, the hearing may proceed in his or her absence.
- Penalties 79. If the member charged is found guilty of an offence, the member may be:
- a. expelled from the Association;
 - b. suspended from the Association for a period of time or until a certain event occurs;
 - c. ordered to pay a fine to the Association; or
 - d. reprimanded in writing.
- Notice of decision 80. If the member does not attend the hearing, the hearing will proceed in his or her absence, and a notice of the decision will be delivered in person or sent by recorded mail to the member at his or her last known address shown in the records of the Association.
- Appeal 81. A member found guilty of an offence may give written notice to the Executive that he or she wishes to appeal the decision to a general meeting of the Association. The notice will specify the grounds of appeal, and whether the member will be represented at the appeal by legal counsel, including the name and contact information of that counsel. The Executive will call a general meeting of the Association for the purpose of hearing the appeal. The Executive will determine the rules and procedures to be followed at the appeal hearing, and will advise the member of same prior to the hearing. The President will decide all procedural questions at the appeal. By simple majority vote of the members present at the meeting, the Association will confirm, vary, or reverse the decision appealed from.

Termination of Membership

82. A person ceases to be a member when he or she:
- a. resigns from the Association;
 - b. ceases to be employed at Trotter & Morton Building Technologies Inc.;

- c. moves to a position outside the bargaining unit; or
- d. is expelled as provided in these Bylaws.

Amendments

Amendments to
Bylaws

83. Any amendment to these Bylaws must be approved by a special resolution at a general meeting of the Association.

Dissolution, Amalgamation, and Transfer

Dissolution

84. The Association may dissolve and wind up its affairs if approved by a special resolution at a general meeting of the Association. The resolution will address the manner and timing of dissolution and windup, the members responsible for concluding the affairs of the Association, and a process for disposition of the assets and records of the Association.

Amalgamation
or transfer

85. The Association may merge, amalgamate with, or transfer jurisdiction to another union or create a new union structure if approved by a special resolution at a general meeting of the Association. The resolution will address the manner and timing of amalgamation, merger, or transfer of jurisdiction, the members responsible for effecting the amalgamation, merger, or transfer of jurisdiction, and a process for transferring the assets and records of the Association.

Notices

Notices to last
known address

86. Except as otherwise provided in these Bylaws, any notice required by these Bylaws may be delivered personally, or given by telephone, email, facsimile, or mail to the person at his last known address shown in the records of the Association.

Interpretation

Effect of invalid
part of Bylaws

87. If any part of these Bylaws is invalid or unenforceable, it will not invalidate the remaining parts of these Bylaws.

Masculine and
singular include
feminine and
plural

88. Where the context requires, words indicating the masculine gender also indicate the feminine gender and vice versa, and words indicating the singular also indicate the plural and vice versa.