

*Schedule "A" to the Constitution of:
Manitoba Pest Management Association*

Bylaws of the Manitoba Pest Management Association

**Part 1
INTERPRETATION**

Defined terms

1 (1) In these bylaws, the following words shall have the following meanings unless the context otherwise requires:

“AGM” means an annual general meeting of the Association;

“Association” means Manitoba Pest Management Association;

“directors” means the directors of the society as they may be elected or appointed from time to time;

“EGM” means an extraordinary general meeting of the Association;

“general meeting” means a meeting of members called in accordance with these bylaws;

“proxy” means an executed instrument by which a voting member appoints a person as the member’s nominee to attend and unilaterally act on the member’s behalf at a general meeting;

“Society Act” means the Society Act of Manitoba from time to time in force and all amendments to it;

“subscribers” shall be the applicants for the incorporation of the Association or a predecessor thereof; and

“registered address” of a member means the member’s address as recorded in the register of members.

(2) The definitions found in the Society Act on the date these bylaws become effective apply to these bylaws.

Number and gender

2 Words importing the singular include the plural and vice versa, words importing gender include either gender, and words importing an individual include a partnership, firm, company or other artificial entity and vice versa.

Part II Membership

Members

- 3** The members of the Association are the subscribers and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members.

Classes of members

- 4** There shall be the following classes of members:

- (a) voting members; and
- (b) non-voting members

Persons entitled to become a member

- 5** The following persons are entitled to apply for the following classes of membership:

- (a) Every individual, partnership or corporation that presently operates in the Province of Manitoba and specializes in structural general or structural integrated pest management in and around commercial, industrial, institutional and residential structures, and holds a valid Manitoba pest control service license, may apply to become a voting member, **always provided that** any person that is a partner, employee or officer of a partnership or corporation which is a member shall only be entitled to apply to become a non-voting member.
- (b) Every individual, partnership, corporation or government body that manufactures, distributes or sells structural pest control equipment, supplies or products, that regulates any of the foregoing persons or activities, or that the directors may otherwise deem acceptable for membership, may apply to become a non-voting member.
- (c) Notwithstanding the foregoing, any individual, partnership or corporation holding a non-voting membership or Canadian Pest Control Association membership may become a full voting member upon the passing of an ordinary resolution by the voting members, but such must pay the full membership fee as a voting member and abide by any conditions put forward by the directors.

Application to become a member

- 6 Upon an application to the directors to become a member and the Association membership's acceptance thereof; the applicant shall become a voting or non-voting member in accordance with the criteria set out in section 5.

Appeal lies to members

- 7 If any applicant is denied membership by the Association, that applicant may appeal the decision of the Association by attending a 'EGM' of the members and requesting a re-vote and upon the passing of an ordinary resolution by 2/3 of the voting membership, the applicant shall have his or her admission approved.

**Part III
Membership Responsibilities, Fees and Standing**

Responsibility of members

- 8 Every member must uphold the constitution, comply with these bylaws, and comply with any rules and regulations that may be promulgated by the directors or by the members in a general meeting. For greater clarity, every membership corporation or partnership shall reasonably cause their directors, officers, employees and consultants to act in accordance with the constitution, bylaws, rules and regulations of the Association.

Fees

- 9 The amount of the annual membership fee, if any, for each class of member and the date that such fees, if any, shall become payable shall be determined by an ordinary resolution of the voting members at any general meeting of the Association.

Maintaining and standing

- 10 All members are in good standing except a member who has failed to pay:
- (a) his or her current annual membership fee, in addition to any such fees which are in arrears, in the amount and on the date determined in accordance with section 9; or
 - (b) any other subscription or debt due and owing by the member to the Association, 14 days after being called upon by any director or officer of the Association to do so;

and the member is not in good standing so long as his or her fees or the debt remains unpaid.

Ceasing to be a member

11 (1) A person ceases to be a member of the Association upon:

- (a) delivering a signed resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association,
- (b) the member's death or, in the case of a corporation or partnership, in dissolution,
- (c) on having been a member not in good standing for 12 consecutive months, or
- (d) on being expelled in accordance with section 12.

(2) If the person who has ceased to be a member is a corporation or partnership, any of the directors, officers, employees or partners, as the case may be, of the corporation or partnership who are members in a personal capacity shall continue to hold their membership unless and until they cease to be members in their personal capacities.

Expulsion of a member

12 (1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of the general meeting at which the special resolution to expel a member is to be considered must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

Adjustment to fees

13 (1) In the event that a person becomes a new member on a date other than the date set for the payment of fees determined in accordance with section 9, the annual membership fee for that person shall be pro-rated for the remainder of the current year.

(2) In the event that a member cease to be a member by virtue of section 11, the member shall not be entitled to receive any portion of the annual membership fee paid by the member for the current year.

Association's Logo

- 14** (1) The voting members of the Association shall determine the design of the Association's Logo, and may change the design of the Association's Logo at any time, from time to time.
- (2) Members in good standing may use the Association's Logo to signify their membership in the Association in advertisements, but any other use of the Association's Logo must be expressly approved of in writing by the directors of the Association.
- (3) Any member using the Association's Logo acknowledges that the member is doing so only with the permission of the Association (whether expressed or implied), that the Association's Logo is the exclusive property of the Association, and that the Association has, in addition to any other remedies available to it, the right to injunctive relief (interlocutory or permanent) against the member enjoining any use of the Association's Logo that the directors disapprove of.
- (4) Upon ceasing to be a member in good standing, whether such member has completely ceased to be a member or has merely lost his or her good standing, a member shall not in any manner use the Association's Logo, whether such use be of the present or a past form of the Association's Logo.

**Part IV
Members Meetings**

General meetings

- 15** Every general meeting, other than a AGM, is an EGM.

Time and place for general meetings

- 16** General meetings of the Association must be held at such time and place, in accordance with the Society Act, that the directors decide.

Annual general meetings

- 17** (1) The first AGM of the Association must be held not more than 15 months after the date of the incorporation and after that an SGM must be held at least once every calendar year and not more than 15 months after the holding of the last preceding AGM.
- (2) At every AGM, the members shall:
- (a) consider the financial statements of the Association;
 - (b) receive the report of the auditor, if any;

- (c) consider the report of the directors to its members;
- (d) elect directors for the ensuing year;
- (e) appoint an auditor, if any;
- (f) conduct the business that, under these bylaws, ought to be conducted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

(3) All business transacted at an AGM, other than the adaptation of rules of order or items of business provided for under subsection (2) hereof, is special business.

Extraordinary general meetings

18 (1) The directors may, when they think fit, convene an extraordinary general meeting.

(2) Five or more of the voting members of the Association may requisition an extraordinary general meeting in accordance with the Society Act.

(3) All business transacted at an EGM, other than the adoption of rules of order, is special business.

Notice of a general meeting

19 (1) Notice of general meeting must specify the place, day and hour of the meeting, and the general nature of any special business to be conducted or considered.

(2) Notice of a general meeting must be given to:

(a) every member shown on the register of members on the day notice is given,
and

(b) the auditor, if Part Xi applies,

(3) No other person is entitled to receive a notice of a general meeting.

(4) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

(5) Notice of an AGM shall be given to every member 60 days prior to the meeting; notice of a general meeting shall be given to every member 21 days prior; notice of an EGM shall be given 10 days prior or soonest day agreeable to the membership.

- (6) Notice of any general meeting sent by prepaid regular or registered post is deemed to have been given on the fifth day on which the notice was mailed.

Attendance

20 (1) The following persons are entitled to attend at a general meeting:

- (a) members in good standing, whether in person or by proxy,
- (b) in the case of a member corporation or partnership in good standing, the authorized representative of such corporation or partnership,
- (c) a person who is appealing a decision pursuant to section 7, and
- (d) the auditor, if Part XI applies.

(2) Members in good standing, including member corporations and partnerships, are permitted to bring guests to the general meeting, always provided that the Chair may refuse, in the Chair's sole and unfettered discretion, to admit any person who is not expressly entitled to attend the general meeting under subsection (1) hereof.

(3) The directors may at any time and from time to time permit such prospective members, other guests, or any other persons to attend at a general meeting.

**Part V
Proceedings at Members' Meetings**

Quorum

21 (1) A quorum is four (4) voting members present or represented by proxy at a general meeting or such greater number that the members may determine by ordinary resolution at a general meeting.

(2) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(3) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(4) If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to such time and place as the chair of the meeting shall deem advisable.

Chair of the meeting

22 (1) Subject to subsection (2) hereof, the president of the Association, or in the absence of the president, the vice president, or in the absence of both, one of the other directors present, must preside as chair of a general meeting.

(2) If at a general meeting:

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president, vice president and all other directors present are unwilling to act as the chair,

then the members present must choose one of their number to be the chair.

Adjournment

23 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Resolution by chair

24 The chair of a meeting may move or propose a resolution.

Seconding of resolutions

25 A resolution proposed at a meeting need not be seconded.

Voting Rights

26 (1) A voting member in good standing is entitled to one vote.

(2) A voting member that is not in good standing and a non-voting member shall not be entitled to vote at any general meeting of the Association.

(3) Voting by proxy is permitted.

Voting procedure

27 (1) Voting is by show of hands.

(2) Upon demand by a voting member, the vote with respect to a particular resolution

shall be conducted by secret ballot.

(3) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

Proxies

28 (1) A valid proxy must:

(a) be in the following form,

*Manitoba Pest Management Association
(the "Association")*

The undersigned, being a voting member of the Association, hereby appoints _____, or failing him or her, _____, as proxyholder for the undersigned to attend, act and vote for an on behalf of the undersigned at the general meeting of the Association to be held on the day of _____, _____, and at any adjournment thereof.

Signed this ____ day of _____, _____

Signature

Print name

or,

(b) be in such other form that the name of the proxy appointed, identifies the

*Schedule "A" to the Constitution of:
Manitoba Pest Management Association*

specific meeting (including any adjournment thereof) for which the proxy is appointed and is signed by the member appointing the proxy.

(2) A proxy shall only be valid for the meeting (including any adjournment thereof) specified on the proxy, and shall not entitle the proxy to vote at other than one meeting and any adjournment thereof.

(3) A proxyholder:

(a) must be a voting member of the Association;

- (b) is not restricted in the number of proxies that he or she may hold and vote at a meeting; and
 - (c) may vote his or her allotted vote (if any), in addition to the votes cast as proxy.
- (4) Every proxy may be revoked by an instrument in writing:
- (a) executed by the member giving the same or by the member's attorney authorized in writing or, where the member is a corporation, by a duly authorized officer or attorney of the corporation, and
 - (b) delivered either at the registered office of the Association at any time up to and including 5:00 p.m. on the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on the day of the meeting or any adjourned thereof **before** any vote in respect of which the proxy is given shall have been taken, or in any other manner provided by law.
- (5) A vote given in accordance with the terms of a proxy is valid notwithstanding the previous death or incapacity of the member given the proxy or revocation of the proxy or of the authority under which the proxy was executed unless notification in writing of such death, incapacity or revocation shall have been received at the registered office of the Association before 5:00 p.m. on the last business day preceding the day of the meeting or adjourned meeting for which the proxy is given, or to the chair of the meeting on the day of the meeting or any adjournment thereof **before** the vote is taken.

**Part VI
Directors**

General powers

29 (1) The directors may exercise all the powers and do all the acts that the Association may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Association,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the Association in a general meeting.
- (2) A rule, made by the Association in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

Eligibility and number of directors

30 (1) An individual is eligible to be a director of the Association if:

- (a) the proposed director
 - (i) is a voting member of the Association; or
 - (ii) is a director, officer, partner or employee of a voting member of the Association; and
 - (b) the proposed director, or the voting member of the Association referred to in subsection (1)(a)(ii) of which the proposed director, officer, partner or employee as the case may be, is in good standing.
- (2) Any director who, at any time, ceases to be eligible under subsection (1) hereof ceases to be a director of the Association.
- (3) The number of directors shall be six (6), or such greater or less number as may be determined from time to time at a general meeting by ordinary resolution and as permitted by the Society Act.

Retirement and re-election

31 (1) The directors shall retire from office at each annual general meeting when their successors shall be elected by ordinary resolution.

- (2) Any and all retiring directors shall be eligible for re-election, and there shall be

no limit to the number of consecutive terms that a director may hold in office.

*Schedule "A" to the Constitution of:
Manitoba Pest Management Association*

Power to fill vacancies

32 (1) Subject to section 34, if a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director, and a director so appointed holds office only until the conclusion of the next AGM.

(2) The directors may at any time and from time to time appoint a member as a director to fill a casual vacancy in the directors, and a director so appointed holds office only until the earlier of:

(a) the date which the director that he or she is acting for resumes his or her duties as a director; and

(b) the conclusion of the next AGM.

(3) A director appointed pursuant to subsections (1) and (2) hereof is eligible for re-election at the AGM at which he or she otherwise ceases to be a director.

Acting without full complement

33 An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

Removal by members

34 The members may, by special; resolution, remove a director before the expiration of his or her term in office, and may elect a successor to complete the term of office.

Remuneration

35 No director shall be paid remuneration for services rendered to the Association in his capacity as a director but may be reimbursed his reasonable expenses in acting as such.

**Part VII
Directors' Meeting**

Time and place of a meeting

36 (1) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

(2) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate the calling of the directors' meeting and proceedings, as they see fit.

Notice

37 (1) Notice of a directors' meeting shall be provided to every director at least two business days before the meeting.

(2) A director may waive proper notice of the meeting required under subsection (1) hereof, and any director who does not receive proper notice but attends the meeting is deemed to have waived the requirement for notice under subsection (1) hereof.

(3) The accidental omission to give proper notice of a meeting to, or the non-receipt of proper notice by, any of the directors entitled to receive notice does not invalidate proceedings at the directors' meeting.

Written consent resolution

38 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

Proceedings at Directors' Meetings

Quorum

39 The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

Chair

40 The president is the chair of all meetings of the directors but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if at that time neither is present the directors present may choose on if their number to be the chair at that meeting.

Resolution by chair

41 The chair of a meeting may move or propose a resolution.

Seconding of resolutions

42 A resolution proposed at a meeting need not be seconded.

Voting

43 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

Committees

- 44** (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
- (3) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- (4) The members of a committee may meet and adjourn as they think proper.

Absentee director

- 45** (1) A director who may be absent temporarily from Manitoba may send or deliver to the address of the Association a written waiver of notice of any meeting of the directors, which may be sent by letter, facsimile, e-mail, or any other manner of communication which leaves a permanent written record of the communication, and until the waiver is revoked,
- (a) a notice of meeting of directors is not required to be sent to that director, and
- (b) any and all meetings of the directors of the Association, notice of which has not been given to that director, are valid and effective if a quorum of the director was otherwise present.
- (2) If a director provides a waiver in accordance with subsection (1) hereof, any written consent resolutions of the directors made pursuant to section 38 while such a waiver is in effect shall not require the signature of such absentee director to be valid.

Notice of first meeting for new directors

- 46** For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting in the newly elected or appointed director or directors for the meeting to be continued, if a quorum of the directors is present.

**Part VIII
Officers**

Appointment of officers

47 (1) The president, vice president, secretary, treasurer, and any other officers appointed by the directors who are designated as senior officers by the directors must be directors of the Association.

President

48 (1) The president presides at all general meetings of the Association and meetings of the directors.

(2) The president is the chief executive officer of the Association and must supervise the other officers in the execution of their duties.

Vice President

49 The vice president must carry out the duties of the president during the president's absence.

Secretary

50 The secretary must do the following:

- (a) conduct the correspondence of the Association;
- (b) issue notices of meetings of the Association and of the directors;
- (c) keep minutes of all meetings of the Association except those required to be kept by the treasurer;
- (d) have custody of all records and documents of the Association except those required to be kept by the treasurer;
- (e) have custody of the common seal of the Association;
- (f) maintain the register of members.

Treasurer

51 The treasurer must

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
- (b) render financial statements to the directors, members and others when required.

Combining offices of Secretary and Treasurer

52 The offices of secretary and treasurer may be held by one person who is to be known as the secretary-treasurer.

Absentee Secretary

53 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

**Part IX
Seal**

Form of Seal

54 The directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

Use of Seal

55 The common seal must be affixed only when authorized by a resolution of the directors.

**Part X
Borrowing**

General borrowing power

56 In order to carry out the purposes of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

Debentures require special resolution

57 A debenture must not be issued without the authorization of a special resolution.

Members may restrict borrowing powers

58 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

**Part XI
Auditor**

Application

59 This Part applies only if the Association is required or has resolved to have an auditor.

First auditor and vacancies

60 The first auditor must be appointed by the directors, who must also fill all vacancies occurring in the office of auditor.

Appointment of auditor

61 At each annual general meeting, the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected as the next annual general meeting.

Removal of auditor

62 An auditor may be removed by ordinary resolution.

Notice of position

63 An auditor must be promptly informed in writing of the auditor's appointment or removal.

Director and employee restriction

64 A director or employee of the Association must not be its auditor.

General meeting

65 The auditor may attend general meetings.

**Part XII
Notices to Members**

Transmission

66 A notice may be given to a member, either personally or by prepaid mail to the member's registered address.

Deemed receipt

67 A notice sent by prepaid regular or registered mail is deemed to have been given on the fifth day following the day on which the notice was mailed, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Common post office receptacle.

**Part XIII
Bylaws**

Copy to new members

68 On being admitted to membership, each member is entitled to, and the Association must give the member without charge, a copy of the constitution and bylaws of the Association.

Alterations to bylaws

69 These bylaws must not be altered or added to except by special resolution.