

BYLAWS

OBJECTS

The objects of the Pipe Line Contractors Association of Canada are:

- a. To make membership in the Association a reasonable assurance to the public of the skill, integrity and responsibility of its Members;
- b. To maintain the standards of the pipeline contracting business at the level necessitated by its charter and to establish Members of the Association in the public mind as contractors who fulfill obligations in good faith;
- c. To promote more cordial and co-operative relations among pipeline contractors and between pipeline contractors and those with whom they deal or have contact;
- d. To encourage efficiency among pipeline contractors and their employees;
- e. To seek correction of injurious, discriminatory or unfair business methods practised by or against pipeline contractors;
- f. To eliminate as far as possible the occurrence of injury and death to pipeline contracting employees;
- g. To encourage observance of all Federal, Provincial and Municipal regulations pertaining to pipeline construction;
- h. To encourage the standardization and uniformity of regulations and specifications pertaining to pipeline construction;
- i. To regulate the relations between employers and employees in the pipeline construction industry;
- j. To study, defend and develop the economic, social and educational interests of the representatives and families of its members.

NAME AND LOCATION

1. NAME

The name of the Association shall be — PIPE LINE CONTRACTORS ASSOCIATION OF CANADA (hereinafter called “PLCAC” or the “Association”).

2. LOCATION

The principal headquarters of the Association shall be in Oakville, Ontario, Canada, or such other place within Canada as the Board of Directors may from time to time decide.

3. BRANCHES

The Board of Directors may establish branch offices in those areas of Canada which it decides will best serve the interest of the Members.

4. AFFILIATION

The Association may affiliate with such other Associations as the Directors, upon a two-thirds majority vote, may deem advisable.

MEMBERSHIP

5. CLASSIFICATIONS OF MEMBERSHIP

There shall be three classifications of Members, namely: REGULAR; ASSOCIATE; and HONORARY.

6. QUALIFICATIONS

- a. Regular Members — Any employer of employees, whether an individual, corporation, company, partnership or enterprise engaged in contracting for the construction, installation, treating, reconditioning, or maintenance of pipelines for the purpose of transporting liquids, vapours, slurries or solids, or any phase thereof, shall qualify as a Regular Member.
- b. Associate Members — Any individual, firm or corporation engaged in the business of manufacturing, selling, renting or transporting of materials, supplies, equipment, insurance or bonds for the construction or maintenance of pipelines shall qualify as an Associate Member.
- c. Honorary Member — Any individual who has performed distinguished service for the pipeline construction industry shall qualify as an Honorary Member. Any such individual shall be nominated by at least two Regular Members and approved by unanimous vote of the Directors. The Board of Directors may establish the procedure to be followed in approving membership.

7. APPLICATIONS

- a. Each application for Regular or Associate Membership shall be submitted by the applicant, in writing, to the Executive Director in such form and detail as may be prescribed by the Board of Directors; shall be accompanied by payment of a membership fee and/or dues in such amount and for such period as may be determined from time to time by the Board of Directors and shall contain a promise and covenant to conform to all Bylaws, Rules and Regulations of the Association.

8. ADMISSIONS

- a. Upon receipt of an application for membership, the Executive Director shall report this fact to the President and the Directors and thereafter shall conduct such investigation as he deems appropriate to determine the classification of membership for which the applicant may qualify.
- b. Upon completing the investigation the Executive Director shall report his findings to the Board of Directors, whereupon such application shall be considered at a duly convened meeting of the Board of Directors or, at the discretion of the President, such application may be dealt with by mail ballot.
- c. A majority vote of the Directors shall constitute approval of an application for membership.
- d. No Officer and no Director shall conduct himself in a manner which is discriminatory in investigating, recommending or voting upon an application for membership and any denial of membership shall be for reasonable cause.

9. STATUS

- a. In the event that any Regular or Associate Member substantially changes the nature and scope of its business or undertakings as described and outlined in its original application for membership, the Board of Directors may, at its discretion, review the membership status of such Member and may change the classification of membership to the appropriate classification.
- b. In the event that any Regular or Associate Member changes its business title or firm name or changes a partnership or control, such Member shall immediately notify the Executive Director of such change. The Executive Director shall conduct such investigation as he deems appropriate and shall report his findings to the Board of Directors for a determination as to whether the membership status of such Member is subject to change.

10. TERMINATION

- a. Any Member may withdraw or resign from the Association at any time by giving notice in writing to the Board of Directors.
- b. In the event that any Regular or Associate Member retires from the pipeline construction business, becomes insolvent, or is liquidated or dissolved, membership in the Association shall terminate.
- c. Any Member may be expelled from the Association for reasonable cause. Any Member accused in writing by another Member of conduct prejudicial to the interests of the Association and its Members or of continued breach of the Bylaws, Rules and Regulations of the Association shall be given opportunity to reply to such accusations in writing and both arguments shall be submitted to the Board of Directors for a decision. A two-thirds majority vote of the Directors shall be necessary to suspend or expel a Member of the Association. If said Member appeals the decision of the Board of Directors to the Regular Membership as a whole, a two-thirds vote of the Regular Members shall be required to nullify an action taken by the Board of Directors.

11. REINSTATEMENT

If any Member is expelled for reasonable cause, application for reinstatement must be made in the same manner as an application for new membership.

12. FEES AND DUES

All fees and dues payable by Members shall at all times be reasonable. The amounts of such fees and dues, the periods covered thereby and the manner of payment thereof shall be determined from time to time by a two-thirds majority vote of the Directors.

13. ASSESSMENTS

Such assessments as may be necessary for specific purposes shall be determined by a two-thirds majority vote of all Directors and shall be payable by all employers of employees represented by the Association for such specific purposes without discrimination between Members of the Association and non-members.

14. HONORARY MEMBERS

Honorary Members shall not be required to pay any membership fees or assessments.

15. NON-PAYMENT OF DUES

Failure on the part of any Member to pay fees, dues or assessments in accordance with sections 12 and 13 hereinabove or within three (3) months after due date shall result in termination of membership, PROVIDED, however, that the Board of Directors may, in its discretion, extend the time for payment of such fees, dues or assessments upon proper application being made therefore.

16. REPRESENTATION

Each Member shall designate one representative who is in employ of that member firm who shall be eligible for election to the Board of Directors and shall nominate such other representatives as may be available for appointment to Standing Committees. Such designation and any future changes to such designation shall be in writing and filed annually, or immediately following any change to such designation, in the principal headquarters of the Association.

BOARD OF DIRECTORS

17. COMPOSITION

The affairs and management of the Association shall be conducted by a Board of Directors composed of nine (9) representatives of Regular Members, or such other number of representatives of Regular Members as the Board of Directors may, from time to time, determine, subject to section 5 of the Articles of Continuance and section 133(3) of the Act, and two (2) representatives of Associate Members. All Directors shall be designated representatives of members of the PLCAC in good standing.

18. TERM OF OFFICE

- a. The term of office of each Director shall be two (2) years. At each Annual General Meeting there shall be elected half of the Directors from the Regular Membership one (1) Director from the Associate Membership. In the event the number of Directors from the Regular membership is an odd number, at each Annual General Meeting held during odd-numbered years, there shall be elected half of the total number plus one (1) of the Directors from the Regular Membership, and at each Annual General Meeting held during even-numbered years, there shall be elected half of the total number less one (1) of the Directors from the Regular Membership.
- b. In the event that the President of the Association has, at the conclusion of his term as President, completed two years as a member of the Board of Directors, he shall automatically continue for a further two year term.
- c. The directors may appoint one or more additional directors, whose term shall expire no later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of members.

19. VACANCIES

- a. Vacancies occurring on the Board of Directors through death, disability or resignation shall be filled through appointment by the remaining Directors of a properly designated representative to complete the unexpired term of the vacating Director.
- b. Any Director who leaves the employ of the member firm from which he or she was elected, or ceases to be a member's designated representative to PLCAC, shall be considered to have resigned his or her position as a Director and Officer if so designated of the Association, and his or her seat shall be declared vacant.

20. POWERS

The Board of Directors shall have the power to purchase and sell lands and buildings, borrow money upon the credit of the Association in such amounts and upon such terms as it may deem appropriate for the Association. It may hypothecate, mortgage, charge, or pledge any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings, or franchise of the Association, to secure any such bonds, debentures, or other securities or any liability of the Association. The Board shall have the power to make such expenditures as are deemed necessary for the benefit of the Association and the promotion of its aims. The borrowing powers of the Board of Directors shall be subject to the provisions of Section 28 of the Canada Not-For-Profit Corporations Act.

21. DUTIES

- a. It shall be the duty of the Board of Directors to:
 - i. direct the affairs of the Association;
 - ii. actively prosecute the objects of the Association;
 - iii. adopt an annual budget;
 - iv. authorize disbursements;
 - v. determine all fees, dues and assessments;
 - vi. pass upon applications, changes of classification and terminations of membership;
 - vii. review the status of all Members;
 - viii. conduct hearings when complaints are preferred against Members;
 - ix. fill vacancies in executive offices vacated during the year;
 - x. decide and fix the location of the office of the Association;
 - xi. determine the time and place of, and arrange for, the Annual General Meeting;
 - xii. make an annual report to the Regular Members;
 - xiii. appoint such agents as it may consider necessary;
 - xiv. fix the amount of bonds which it may require of those officers or employees who handle Association funds; and any and all other duties usual and incidental to such executive administration.
- b. The Board of Directors shall have authority to approve the appointment of all Committees, determine the number of appointees to such Committees, and to make and adopt rules not inconsistent with the Bylaws for the guidance and operation of such Committees.

22. MEETINGS

- a. The Board of Directors shall meet each year during the Annual General Meeting of the Association, and may meet at any time or place thereafter, upon call by the President of the Association, or upon the written request of two members of the Board of Directors, provided that notice of time and place of such meetings shall be given to each Director seven (7) clear days in advance of such meeting. A meeting of the Board of Directors may be held on shorter notice or without formal notice if all Directors are participating or those absent have waived their right to notice. A Director may, in any manner, waive notice of a meeting of the Board of Directors.

- b. The Directors may, by unanimous consent of all Directors, participate in a meeting of the Board of Directors by means of such communications facilities as permit all persons participating in such meeting to hear and be heard and any Director participating by such means is deemed to be present at such meeting.
- c. A resolution in writing signed by all Directors entitled to vote on such resolution at a meeting of the Board of Directors is as valid as if it had been passed at a duly convened meeting of the Board of Directors.

23. QUORUM AND VOTING

At all meetings of the Board of Directors a quorum shall consist of four (4) members thereof. Each elected Director shall be entitled to one (1) vote on any matter which is properly brought before a meeting of the Board of Directors.

24. INDEMNIFICATION

Each Director or Officer and his heirs and successors shall be indemnified and held harmless against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action to which he is made party by reason of being or having been a Director or Officer.

25. DISAPPROVAL

In order to disapprove or revoke any action taken by the Board of Directors, a two-thirds vote of the Regular Members of the Association shall be necessary.

26. NOMINATIONS

- a. A Nominating Committee composed of the last two Past Presidents who are currently active in the Association and in addition not less than one nor more than two of the incumbent Directors, as appointed by the President shall serve until and during the Annual General Meeting. The Executive Director shall be an advisory member of the Nominating Committee but shall not be entitled to vote. The Chairman of the Nominating Committee shall be appointed by the incumbent President.
- b. A quorum of the Nominating Committee shall consist of not less than two voting members thereof.
- c. The Nominating Committee shall nominate, as candidates for the office of Director, representatives of Regular Members and Associate Members, in numbers equal to those Directors serving the final year of their term of office. The Nominating Committee shall obtain written consent to nomination from such nominees and shall cause to be published a list of such nominees which shall be mailed to all Members of the Association at least fifteen (15) days prior to the Annual General Meeting at which such nominees shall stand for election.
- d. There shall be no restriction against the Nominating Committee nominating members of the Committee as candidates.
- e. Additional nominations may be made for a Regular or Associate Member Director in a statement signed by two representatives of Regular Members as sponsors and two representatives of Regular Members as seconders and for an Associate Member Director in a statement signed by two representatives of Associate Members as sponsors and two representatives of Associate Members as seconders. Such signed statement shall be submitted to the Executive Director of the Association at least seven (7) days prior to the Annual General Meeting at which such nominee is to stand for election. At the Annual General Meeting, each such nominee shall be added to the ballot provided that such nominee is eligible for election and provided further that prior consent to nomination is obtained in writing from such nominee. Not more than one representative from each Member may serve on the Board of Directors at any one time.
- f. The Nominating Committee, immediately following the election of Directors at the Annual General Meeting, shall submit to a meeting of the Directors, recommendations for appointment from among the Directors of a President, a First Vice President, a Second Vice President, and a Treasurer to serve as Officers of the Association for the ensuing year. Nothing in this Bylaw shall restrict the Nominating Committee from recommending the appointment of an incumbent Officer for a second term of office.

27. ELECTIONS

- a. Elections shall be held once each year at the time of the Annual General Meeting.
- b. At the Annual General Meeting, the President shall appoint an Election Committee composed of three representatives of Regular Members in good standing who are not members of the Nominating Committee, and this Committee shall tabulate all ballots and immediately thereafter report the results of the tabulations to the Annual General Meeting.

28. VOTING

- a. Voting for the election of Directors shall be conducted by secret ballot. The nominees, the number of which being equal to the number of Directors to be elected, receiving the highest number of votes shall be declared elected. In the event that the number of nominees does not exceed the number of Directors to be elected, the President shall declare all such nominees to be elected by acclamation.
- b. Each Member voting as aforesaid shall be entitled to vote in accordance with section 38 of these Bylaws.

OFFICERS

29. COMPOSITION

The Officers of the Association shall consist of a President, a First Vice President, a Second Vice President, a Treasurer, and the Executive Director.

30. APPOINTMENTS

- a. Immediately following the election of Directors each year a meeting of the Directors shall be convened by the incumbent President at which meeting the Directors shall appoint from their numbers a President, a First Vice President, a Second Vice President, and a Treasurer.
- b. The Executive Director of the Association shall be appointed by the President, subject to the approval of the then Board of Directors and shall be employed at a salary to be determined by the Board of Directors. The Executive Director shall be employed for a term subject to the will of the Board of Directors which shall be empowered to direct the President to enter into a contract with any person to serve as the Executive Director upon such terms and conditions and for such length of time as the President may deem appropriate, subject always to the approval of the then Board of Directors.

31. DUTIES

- a. The President shall be the Chief Executive Officer of the Association; see that the Articles of Continuance, Bylaws and Rules and Regulations of the Association are observed and enforced; preside at all meetings of the Association, the Board of Directors and the Executive Committee; appoint from time to time, subject to the approval of the majority of the Directors, such Committees as he may deem appropriate; be ex-officio a member of all Committees and perform the usual duties incident to his office.
- b. The First and Second Vice President, in that order, shall, in the absence of the President, act in his place. Both Vice Presidents shall assist the President in the discharge of his duties. Both Vice Presidents shall be members of the Executive Committee.
- c. The Treasurer shall keep an account of all transactions pertaining to his office and make a full report thereof at each Annual General Meeting of the Association. The usual duties pertaining to the office of Treasurer may be performed by the Executive Director, PROVIDED, however, that the Treasurer may require such data or reports deemed necessary by him from the Executive Director in order to faithfully perform the duties of his office. He shall be a member of the Executive Committee.
- d. The Executive Director shall be the Chief Staff Officer of the Association. He shall be a member of the Executive Committee and an advisory member of the Board of Directors; shall keep a record of proceedings of the Board of Directors; have charge of all books, records and papers; have charge of all monies and be responsible for depositing same in a recognized bank, all of which he shall deliver as and when instructed and authorized by resolution of the Directors and not otherwise; keep, or cause to be kept, regular books of accounts and balance the same annually and at such times as shall be required by the Directors; shall manage the affairs of the Association subject always to the instructions of the Board of Directors and shall perform other duties as are incident to his office.
- e. The Executive Director shall keep a record of the proceedings of all meetings of the Association and all Standing Committees; shall be responsible for the maintenance and safekeeping of the corporate records and the Seal of the Corporation; shall give or cause to be given due notice of all meetings and shall perform such other duties as are incident to his office.

32. EXECUTIVE COMMITTEE

An Executive Committee comprised of the President, the Vice Presidents, the Treasurer, the immediate Past President, and the Executive Director shall, at the request of the President or the Executive Director, consider, determine and act upon the affairs and management of the Association requiring action during the interim between meetings of the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors at its next succeeding meeting and shall be subject to alteration by a two-thirds majority vote of the Directors provided that no rights or privileges of third parties arising therefrom shall be affected or invalidated by any such alteration.

MEETINGS

33. ANNUAL GENERAL

An Annual General Meeting shall be held not later than May 31st in each calendar year at a time and place selected by the Board of Directors or on such later date as the Board of Directors may decide by majority vote.

34. SPECIAL

Special meetings of the Membership may be called at any time by the President of the Association or upon the written request of no less than five percent of Regular Members in good standing. At such meetings nothing other than that for which the meeting is called may be discussed.

35. NOTICE

- a. Notice of the Annual General Meeting and any Special Meeting shall be given in writing to all Members at least thirty (30) days prior to the meeting date by mail, registered mail, courier, or electronic means.
- b. Notice of any Special Meeting shall specify the place, day and the hour of the meeting and the matter to be discussed.
- c. Non-receipt of notice by any person entitled to receive such notice shall not invalidate any resolution passed or proceedings held at any meeting.

36. ORDER OF BUSINESS

- d. Annual General Meeting:
 1. Roll Call
 2. President's Report
 3. Treasurer's Report
 4. Committee Reports
 5. Election of Directors
 6. Appointment of Auditor
 7. Other Business
- e. Special Meetings:
 1. Reading of Notice
 2. Roll Call
 3. Business at Hand
 4. Adjournment

37. QUORUM

Where proper notice of meeting has been given, one-fourth of the Regular Members represented by attendance or by proxy shall be necessary to constitute a quorum for the transaction of business.

38. VOTING

- a. Each Regular Member shall be entitled to one (1) vote on all matters of business arising. Such vote may be cast by a representative of such member in attendance in person or by duly appointed proxy.
- b. Any Regular Member may appoint a representative of another Regular Member as proxy to attend in person and act on its behalf at a meeting of the membership. Such appointment shall be in writing, signed and sealed and shall be delivered into the hands of the Executive Director before the commencement of the meeting and shall cease to be valid upon the termination of the meeting for which it was given.
- c. Each Associate Member shall be entitled to one (1) vote in the case of election of the Director from the Associate membership.
- d. Honorary Members shall not be entitled to vote but may discuss any issue before a meeting when called upon by the President.

39. RULES OF PROCEDURE

Rules of parliamentary procedure shall be adopted for all general and special meetings.

40. APPOINTMENT

Each Regular Member which is obligated by law to bargain collectively with a trade union which has established trade jurisdiction and the right of collective bargaining for an appropriate unit of employees in the pipeline construction industry in accordance with the legislation of Canada and/or any province or territory shall, where lawfully able, appoint the Association as its agent for collective bargaining.

41. AGREEMENT NEGOTIATION AND ADMINISTRATION

- a. The Board of Directors shall appoint a National Labour Relations Committee Chairman who, subject to the approval of the Board of Directors, shall select from among the nominated representatives of Regular Members, a Distribution Negotiating Committee Chairman and a Mainline Negotiating Committee Chairman who shall be, ex officio, members of the National Labour Relations Committee.
- b. Each Negotiating Committee Chairman shall have the authority to select his Committee members from among the nominated representatives of Regular Members. One member of each Negotiating Committee shall be appointed to serve, together with its Chairman, as a member of the other Negotiating Committee, and as a member of the National Labour Relations Committee. No more than one (1) authorized representative of a Regular Member may serve on the National Labour Relations Committee or either of the Negotiating Committees at any one time.
- c. The National Labour Relations Committee thus constituted shall have authority in all labour relations matters including, but not limited to, the approval of negotiated terms of settlement, the administration of collective bargaining agreements, the appointment of representatives to joint labour-management committees and the settlement of labour disputes including disputes as to assignment of work.
- d. The Distribution Negotiating Committee thus appointed shall have authority to negotiate the terms and conditions of collective bargaining agreements with those international trade unions which represent employees in the bargaining unit within the Distribution segment of the pipeline construction industry.

- e. The Mainline Negotiating Committee thus appointed shall have authority to negotiate the terms and conditions of collective bargaining agreements with those international trade unions which represent employees in the bargaining unit within the Mainline segment of the pipeline construction industry.
- f. The respective Negotiating Committees shall conclude collective bargaining agreements based on terms and conditions approved by the National Labour Relations Committee. Conflicts between the Committees that cannot be resolved by the National Labour Relations Committee shall be resolved by the Board of Directors.
- g. It shall be the duty of the National Labour Relations Committee to provide fair representation to all employers of employees represented by the Association in negotiating the terms of and in the administration of collective bargaining agreements.

RULES AND REGULATIONS

42. ENACTING OF RULES AND REGULATIONS

The Board of Directors may prescribe such Rules and Regulations not inconsistent with these Bylaws relating to the management and operation of the Association as it deems expedient, provided that such Rules and Regulations shall have force and effect only until the next Annual General Meeting of the Members of the Association when they shall be confirmed, and in default of confirmation at such Annual General Meeting of Members shall at and from that time cease to have force and effect.

BOOKS, REPORTS AND FINANCIAL STATEMENTS

43. BOOKS

A proper set of books shall be maintained by the Executive Director, which books shall be audited once yearly, one month prior to the Annual General Meeting of the Association. Subject to the Act, the audit shall be done by a recognized firm of auditors which shall be appointed by the members by ordinary resolution at each Annual General Meeting.

44. REPORTS AND FINANCIAL STATEMENTS

The Treasurer shall prepare a report each and every year which shall include a financial statement.

45. SIGNATURES

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two of the President, Vice Presidents, Treasurer, or by the Executive Director and any one of the foregoing Officers.

SEAL AND EMBLEM

46. SEAL

The Seal of the Association shall be in such form as shall be prescribed by the Board of Directors of the Association and shall have the words "Pipe Line Contractors Association of Canada, Inc." embossed thereon and shall be in the custody of the Executive Director.

47. EMBLEM

Any Member of the Association shall be entitled to the use of the emblem of the Association.

REMUNERATIONS

48. DIRECTORS

No Director shall receive any remuneration from assets received either by way of donations or otherwise but, by resolution of the Board, expenses of attendance may be allowed for such attendance at each regular or special meeting of the Board.

49. COMMITTEES

By resolution of the Board of Directors, remuneration for expenses of attending at meetings of committees and/or sub-committees may be allowed to Committee Chairmen, Committee members, appointed or ex-officio, and any other persons specifically requested or authorized by the President or Committee Chairmen to attend at such meetings.

50. OFFICERS

In the case of Officers, as the Directors from time to time may appoint, but who are not Directors, remuneration shall be in the form of an annual salary plus, where deemed necessary and expedient, compensation for expenses actually incurred for the benefit of the Association.

AMENDMENTS OF BYLAWS

51. AMENDMENTS

The Bylaws of the Association may be repealed or amended by Bylaw 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 of the Regular Members represented at a duly convened meeting.

Name: _____ Company: _____
 Signature: _____ Date: _____