

FORM 3 SOCIETY ACT

THE PLUMBERS AND PIPEFITTERS BUILDING SOCIETY

CONSTITUTION

1. The name of the society shall be “ The Plumbers and Pipefitters Building Society”
2. The purposes of the Society are:
 - (a) To purchase, lease or otherwise acquire real estate and personal property for the benefit of the membership of the Society.
 - (b) To manage, administer and operate real estate or personal property so acquired.
 - (c) To enter into contracts, leases or other agreements relating to such real estate or personal property upon such terms as may be advantageous to the membership from time to time.
 - (d) To hold, raise or acquire money or other assets for the benefit of the membership and to invest, dispose of or otherwise deal with such money or assets in the interest of the membership.
 - (e) To assist the growth, development and welfare of the Trade Union movement in British Columbia and in particular, United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada, Local 324.
 - (f) To promote the educational and recreational needs of the membership, and generally promote their welfare.
3. Upon the winding-up and dissolution of the Society, the remaining assets shall be paid, transferred and delivered to the members who make up the society, pro rata, based upon their financial contribution to the Society. This provision shall not be altered.

THE PLUMBERS AND PIPEFITTERS BUILDING SOCIETY

BY-LAWS

Here set forth in numbered clauses the by-laws providing for the matters referred in Section 6(1) of the Society Act and any other by-laws.

Part 1 - Interpretation

- 1.1 In these by-laws, unless the context otherwise requires,
 - (a) “Directors” means the directors of the society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “Registered address” of a member, means his address as recorded in the register of members.
- 1.2 The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
- 1.3 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

- 2.1 The members of the Society are the applicants for incorporation of the Society and all those persons who are members in good standing of the United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada, Local 324, who have qualified for membership in the Society as a result of contributions to the Society made in accordance with the resolutions of the Society.
- 2.2 Every member shall uphold the constitution and comply with these by-laws.
- 2.3 All members are required to pay membership dues, which are equal to one percent of the base rate of pay for Local 324. These dues are deductible from the source of the member’s earnings and are to be remitted directly to Local 324. Local 324 shall hold these funds in trust for the Society.

- 2.4 A person shall cease to be a member of the Society:
- (a) On his death or in the case of a corporation on dissolution;
 - (b) On ceasing to be a member in good standing of the United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada, Local 324.
 - (c) On making special application to the directors to be dealt with on an individual basis.
- 2.5 All members are members in good standing

Part 3 – Meetings of members

- 3.1 General meetings of the Society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3.3 The directors may, when they see fit, convene an extraordinary general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
- 3.5 The accidental omission to give notice of a 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.

Part 4 – Proceedings at general meetings

- 4.1 Special business is;
- (a) All business at an extraordinary general meeting except the adoption of rules of order; and
 - (b) All business transacted at an annual general meeting except:
 - (i) The adoption of rules of order;
 - (ii) The consideration of the financial statements;
 - (iii) The report of the directors;
 - (iv) The report of the auditor, if any; ...
 - (v) The announcement of directors;
 - (vi) The appointment of the auditor, if required; and

- (vii) The other business that, under these by-laws, ought to be transacted 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.
- 4.2 No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum is ten members present or a greater number that the members may determine at a general meeting.
- 4.5 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, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place and if, at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the members present constitute a quorum.
- 4.6 Subject to by-law 4.7, the chair of the Society, the vice chair or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.
- 4.7 If at a general meeting:
 - (a) There is no chair, vice chair or other director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) The chair and all the other directors present are unwilling to act as chairman.
- The members present shall choose one of their numbers to chairman.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting

- 4.11 In case of an equality of votes, the chairman shall not have a casting or a second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
- 4.12 A member in good standing present at a meeting of members is entitled to one vote.
- 4.13 Voting is by show of hands unless a private ballot is demanded by any single member in which case voting shall be by private ballot.
- 4.14 Voting by proxy is not permitted.

Part 5 – Directors and Officers

- 5.1 The directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting but subject, nevertheless, to;
 - (a) All laws affecting the Society;
 - (b) These by-laws; and
 - (c) Rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- 5.2 No rule made by the Society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.
- 5.3 The officers and directors of the Society shall be elected for a 3-year term. 7 directors in all (includes chair, vice chair, secretary/treasurer). Elections to be staggered i.e.: two positions every year.
- 5.4 The members may, in a special resolution, remove a director or officer before the expiration of his term and may elect a successor to hold office until the next election of directors or officers.
- 5.5 No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
- 5.6 The Business Manager of the United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada, Local 324, shall automatically be 1 of the 7 Directors.

Part 6 – Proceedings of Directors

- 6.1 The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit.

- 6.2 The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- 6.3 The chair shall reside at all meetings of the directors, but if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the vice chair shall act as chairman; but if neither is present, the directors present may choose one of their number to be chairman at that meeting.
- 6.4 A director may at any time and the secretary, on the request of a director, shall convene a meeting of the directors.
- 6.5 The directors may delegate any but not all of their powers to committees consisting of the director or directors as they think fit.
- 6.6 A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 6.7 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.
- 6.8 The members of a committee may meet and adjourn, as they think proper.
- 6.9 For a first meeting of directors held immediately following the appointment of directors, 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 to the newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 6.10 A director who may be absent temporarily, from British Columbia, may send or deliver to the address of the Society a waiver of notice, which may be by letter, telex, fax or cable, of any meeting of the directors and at any time withdraw the waiver, and until the waiver is withdrawn;
- (a) No notice of meeting of directors shall be sent to that director; and
 - (b) Any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is not present, be valid and effective.
- 6.11 Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
- 6.12 In case of an equality of votes, the chairman does not have a second or casting vote.

- 6.13 No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 6.14 A resolution in writing signed by all the directors and placed with the minutes of the directors as valid and effective as if regularly passed at a meeting of directors.

Part 7 – Duties of Officers

- 7.1 The chair shall preside at all meetings of the Society and of the directors.
- 7.2 The chair is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- 7.3 The vice chair shall carry out the duties of the chair during his absence.
- 7.4 The secretary shall:
- (a) Conduct the correspondence of the Society;
 - (b) Issue notices of meetings of the Society and directors;
 - (c) Keep minutes of all meetings of the Society and directors;
 - (d) Have custody of all records and documents of the Society except those required to be kept by the treasurer;
 - (e) Have custody of the common seal of the Society; and
 - (f) Maintain the registry of the members.
- 7.5 The treasurer shall:
- (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.
- 7.6 The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
- 7.7 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.
- 7.8 All bank transactions including signing of checks, and all other legal business shall require two (2) directors' signatures.

Part 8 – Seal

- 8.1 The directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.

- 8.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the chair and secretary or chair and secretary treasurer.

Part 9 – Borrowing

- 9.1 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide and, in particular but without limiting the foregoing, by the issue of a General Security Agreement or Agreements and by the issue of a Mortgage or Mortgages.
- 9.2 No General Security Agreement or Mortgage shall be issued without the sanction of a special resolution.
- 9.3 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 10 – Auditor

- 10.1 This part applies only where the Society is required or has resolved to have an auditor.
- 10.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring, in the office of auditor.
- 10.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
- 10.4 An auditor may be removed by ordinary resolution.
- 10.5 An auditor shall be promptly informed in writing of appointment or removal.
- 10.6 No director and no employee of the Society shall be auditor.
- 10.7 The auditor may attend general meetings.

Part 11 – Notices to Members

- 11.1 A notice may be given to a member, either personally, by electronic mail, or by mail delivery to him at his registered address.

- 11.2 A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 11.3 Notice of a general meeting shall be given to:
- (a) Every member shown on the register of members on the day notice is given, and
 - (b) The auditor if part 10 applies.
- 11.4 No other person is entitled to receive a notice of general meeting.
- 11.5 The Annual General Meeting of The Plumbers and Pipefitters Building Society shall be held on the second Tuesday of June at 6:00 PM.

Part 12 – Bylaws

- 12.1 On being admitted to membership, each member is entitled to and the Society shall give to him without charge a copy of the constitution and bylaws of the Society.
- 12.2 These bylaws are not to be altered or added to except by special resolution, and shall require a 2/3-majority vote of members present.

DATED AT VICTORIA, BRITISH COLUMBIA THE ____ DAY OF _____ 1999.

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