

A by-law relating generally to the conduct of the affairs of
Canadian Airfield Pavement Technical Group Inc.
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

Section 1. General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the Board of Directors of the Corporation and "director" means a member of the Board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**CAPTG Workshop**" means an annual seminar put on by CAPTG to share knowledge, exchange ideas and promote the airfield pavement industry in Canada.

"**Designated Representative**" means the person appointed by a Sustaining Member corporation to represent their Corporation at meetings of members and who shall vote on behalf of the Sustaining Member.

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Private Industry**" means a group of agencies who does not own or operate airports but whose primary interest in airports is servicing, supplying, or constructing them. Examples of such agencies include, but are not limited to, engineering consulting firms, industry associations, contractors, and suppliers.

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"**Public Industry**" means a group of not-for-profit institutions who owns and/or operates airports or whose primary interest in airports is regulating or researching them. Examples of such not-for-profit institutions include, but are not limited to, government departments/agencies, airport authorities and academia.

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be in Manitoba and at such location therein as determined by resolution of the Directors or at such other place within Manitoba as may be determined from time to time by special resolution.

1.04 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Financial Year

The financial year end of the Corporation shall be determined by the Board of Directors.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.08 Borrowing Powers

The Directors of the Corporation may, without authorization of the members,

- a) borrow money on the credit of the corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) give a guarantee on behalf; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

1.09 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 2. Membership

2.01 Membership Categories

There shall be three (3) classes of membership in the Corporation. Membership in the Corporation shall be limited to groups (hereinafter called "Categories" or "Members") interested in furthering the objects of the Corporation and shall consist of:

- a) General Members;
- b) Sustaining Members; and

- c) Honorary Members.

2.02 General Membership

A General Member shall be open to any individual from public industry, and private industry who is interested in participating in the Corporation. The conditions for General Membership are as follows:

- a) Must have submitted a membership form for approval by the Board. A General Member application shall provide an account of experience and interest in such form as may be required by the Board; and
- b) Must have attended a CAPTG Workshop in the past 2 years; and
- c) Must have participated in a meeting of members (in person or via teleconference) in the past 2 years; or
- d) Is invited and approved by majority vote of the Board.

2.03 Sustaining Membership

A Sustaining Member shall be an individual, firm, corporation, agency of Government, or other organization that is interested in supporting the Corporation financially. The conditions for Sustaining Membership are as follows:

- a) Must have submitted a membership form for approval by the Board. A Sustaining Member application shall provide such details as required by the Board including, but not limited to, a designated representative; and
- b) Must pay a fee (on an annual basis) as may be required by the Board as set forth herein in Clause 2.11.

2.04 Honorary Membership

An Honorary Member shall be a current or past General Member of CAPTG who has performed distinguished services in the fields of activity related to the purposes of this Corporation, or who has rendered meritorious service to the same. The conditions for Honorary Membership are as follows:

- a) Must be nominated by a General Member in good standing. The nomination must be submitted in writing to the Secretary; and
- b) The nomination must be passed by a majority vote of the General Membership in attendance at an Annual Meeting of Members.

An Honorary Member cannot hold both General Membership and Honorary Membership. Upon becoming an Honorary Member, the General Member must resign its General membership.

- 2.05 Notice of resignation from membership or of change of a representative of a Sustaining Member shall be presented in writing to the Secretary, and thereby accepted.

2.06 All classes of membership, if present at the Annual Meeting of Members, shall be entitled to vote. If a Sustaining Membership is held by a corporation, agency of the government or other organization, the Designated Representative shall be entitled to vote.

2.07 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.08 Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

2.09 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.10 Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

2.11 Membership Dues

There shall be no dues payable by General and Honorary members for membership in the corporation.

The dues (fees) for Sustaining Members shall be fixed at the discretion of the Board by resolution which may be amended from time to time and shall be payable in advance in the month of January of each year.

By failure to pay dues, as may be approved by the Corporation, within three months after they are due, provided the member shall have received notice thereof, a Sustaining Member's membership may be terminated in accordance with Clause 2.12 and 2.13 herein.

2.12 Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with Clause 2.14 herein;
- c) the member's term of membership expires. (To maintain General Membership status, a member must meet the requirements of Clause 2.02 (b) or (c)); or
- d) the Corporation is liquidated and dissolved under the Act.

2.13 Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.14 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the Chair, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision

and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

Section 3. Board of Directors

3.01 Number of Directors

The business of the Corporation shall be managed by a Board of Directors. The Board shall consist of the number of Directors specified in the articles. If the articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board. It is the hope and intention of the Corporation that no more than 50% of the Board be drawn from private industry including, but not limited to, contractors, consultants, and suppliers. (In the case of a soliciting corporation the minimum number of Directors may not be fewer than three (3), at least two of whom are not Officers or employees of the Corporation or its affiliates.)

3.02 Term of Office of Directors

The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the retirement is accepted and a successor is elected. A Director may be elected for a one year or two year term, with the intention that there be staggered terms.

3.03 The office of director shall be automatically vacated:

- a) If a Director resigns the office by delivering a written resignation to the Secretary of the Corporation;
- b) If the Director is found to be or becomes of unsound mind;
- c) If, at a special general meeting of members, a resolution is passed by three-quarters of the voting members present at the meeting that the Director be removed from office; or
- d) On death.

Provided that if any vacancy shall hereby occur, the Board by majority vote may fill the vacancy from the membership of the Corporation of the remainder of the term of the vacant office.

3.04 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.

3.05 Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this by-law to every director of the Corporation not less than 14 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

3.06 Regular Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

3.07 Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

3.08 Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

- 3.09 Directors shall not receive any stated remuneration for their services, but, upon resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefore. No director shall directly or indirectly receive any profit from the position as such; provided that a director may, upon resolution of the Board, be paid reasonable expenses incurred in the performance of such duties and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and again upon resolution of the Board, be paid the usual professional costs and charges for any professional service provided in the administration of the proper affairs of the Corporation.

Section 4. Officers

4.01 Appointment of Officers

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An Officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

4.02 Term of Office for Officers

The term of office for the Officers of the Corporation shall be one year. A year is here construed as the period between the terminations of two successive Annual Meetings.

4.03 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a) Chair of the Board – The chair of the Board, if one is to be appointed, shall be a Director and drawn from public industry. The chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and

of the members. The chair shall have such other duties and powers as the Board may specify.

- b) Public Vice-Chair of the Board – The public vice-chair of the Board, if one is to be appointed, shall be a Director and drawn from public industry. If the chair of the Board is absent or is unable or refuses to act, the public vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The public vice-chair shall have such other duties and powers as the Board may specify.
- c) Industry Vice-Chair of the Board - The industry vice-chair of the Board, if one is to be appointed, shall be a Director and drawn from private industry. If the chair of the Board or public vice-chair are absent or are unable or refuses to act, the industry vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The industry vice-chair shall have such other duties and powers as the Board may specify.
- d) Secretary – The secretary, if one is to be appointed, shall, when present, preside at all meetings of the Board of Directors and members meetings and committees of the Board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e) Treasurer – The treasurer, if one is to be appointed, shall have such powers and duties as the Board may specify.

4.05 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed,
- b) the Officer's resignation,
- c) such Officer ceasing to be a director (if a necessary qualification of appointment) or
- d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

Section 5. Meetings and Voting Rights

5.01 Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

5.02 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

5.03 Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. There shall be no voting by proxy. Any member entitled to vote, must do so in person or by electronic means.

5.04 Chair of Members' Meetings

In the event that the chair of the Board, the public vice-chair and the industry vice-chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.05 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be seven (7) voting members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.06 Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote. All members shall be considered voting members and have equal voting rights at all meetings of the Corporation. All Directors shall have equal voting rights at all meetings of the Board.

5.07 Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

5.08 Members' Meeting Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

5.09 Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Section 6. Other

6.01 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

6.02 Omissions and Errors

The accidental omission to give any notice to any member, director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

6.03 Fax / Electronic Transmission Of Resolutions And Other Documents

From time to time resolutions and other documents need to be signed by the Corporation, its Directors, Officers, shareholders and third parties. Any such documents may be executed in two or more counterparts and may be delivered by:

- a) facsimile transmission bearing the signature on behalf of the signatory; or
- b) email with a scanned copy of the instrument attached in Portable Document Format (PDF) bearing the signature on behalf of the signatory.

Each counterpart shall be deemed an original and all of such counterparts together shall constitute one agreement.

6.04 Indemnities to Directors and Others

Every director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses which such director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against that person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by that person, in or about the execution of the duties of the office or in respect of any such liability;
- (b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by wilful neglect or default.

6.05 By-laws and Effective Date

Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.


ENACTED the 24 day of January, 2017.

Chair -



CHRIS STEWART

Secretary -



Jared Mitchell