

The name of the Corporate Body shall be:

**HEAVY EQUIPMENT and AGGREGATE TRUCKERS ASSOCIATION OF
MANITOBA (H.E.A.T.)**

hereinafter referred to as the association.

INTERPRETATION

1.01 In this and other by-laws of the association

- a. “Act” shall-mean the Corporations Act, as amended from time to time, being Chapter C225 in the Continuing Consolidation of the Statutes of Manitoba, or any act that may hereafter be substituted therefore;**
- b. “Board” shall mean the board of directors of the Association;**
- c. Any other word or term contained in this and any other by-law of the Association which is defined in the Act shall have the meaning given thereto in the Act;**
- d. Where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; and the word “person” shall include firms and corporations.**

1.02 MISSION STATEMENT

The association’s objects and undertaking are to provide education and information to the general public, to the members of the construction industry, and to the civic or government bodies about the availability, use and safe operation of heavy equipment and aggregate trucks, to develop standards for companies and persons engaged in the business of renting and contracting heavy equipment and aggregates trucks, and to provide training to the general public and in particular to persons employed to operate heavy equipment and aggregates trucks.

REGISTERED OFFICE

2.01 Unless changed by special resolution, the registered office of the Association shall be in the place specified in the Articles and at such address within such place as the directors from time to time determine.

Membership

3.01 ENTITLEMENT

Membership in the Association shall be limited to persons interested in furthering the undertaking of the Association and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the Association.

3.02 DUES

Membership fees or dues shall be determined by the Board from time to time and published by the Association as required.

3.03 RESIGNATION

Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Executive director of the Association.

3.04 TERMINATION OF MEMBERSHIP

1) The Board of Directors may, if at any time, being of the opinion that the interests of the Association so require, invite by letter, any member to withdraw from the Association within a specified time. Being in default of such withdrawal, submit the question of his expulsion to a special general meeting of the Association to be held within six (6) weeks after the date of such letter, or at the discretion of the Board of Directors, at the next general meeting of the Association.

2) At such general meeting the member whose expulsion is under consideration shall be allowed to offer an explanation of his conduct verbally, or in writing, and if thereupon [two-thirds (2/3) of the members present shall vote for his expulsion he shall thereupon cease to be a member of the Association, provided that the voting shall be by ballot.

3) It shall be in the power of the Board of Directors to suspend such member from the Association until such special or general meeting shall be held.

4) Any person shall, upon ceasing to be a member of the Association, forfeit all rights to, and claims upon, the Association and its property or funds.

Grounds for termination shall include, but are not exhaustively limited to,

A) Non-payment of membership fees, dues, or outstanding amounts.

The Board may suspend or terminate any membership where the dues and assessments remain unpaid for a period of sixty (60) days beyond the due date followed by thirty (30) days written notice that such termination will occur. The President will personally contact the member to confirm the position of the Association. The Board may reinstate such member upon payment of all arrears.

B) Conduct and Non-Compliance.

The Board may terminate or suspend any membership for cause, conduct or behavior deemed detrimental to the best interests of the Association.

C) Indebtedness to the Corporation.

All outstanding dues and assessments shall remain as a debt due the Association by the members who resign or whose membership is terminated.

3.05 APPLICATION FOR MEMBERSHIP

All applications for membership shall be approved by the Executive Committee.

3.06 CLASSIFICATIONS OF MEMBERSHIP

Membership in the Association shall be divided into the following classifications;

a. Contractor Membership:

Any firm, corporation or individual regularly engaged in the rental of heavy construction equipment and/or aggregate trucks or regularly engaged in the heavy construction and/or aggregate truck industry.

b. Associate Membership:

Any firm, corporation or individual engaged in any business, trade or profession incidental to the construction industry.

c. Honorary Members:

The Board of Directors may nominate, at any General meeting, an individual as an Honorary Member, who then must be approved by a majority vote from the assembly. Honorary Members shall be entitled to all benefits and privileges of contractor membership except that they shall not be qualified to hold office or serve as members on the Board of Directors, or vote as a member.

d. Honorary Past Presidents:

Past Presidents of the Association shall be appointed to the Board of Directors as advisors, upon completion of their term as Immediate Past President, to serve continuously and indefinitely, without further nomination or election, for as long as they remain active and are Members of the Association in good standing. This shall include all Past Presidents of the two former Associations prior to amalgamation.

BOARD of DIRECTORS

4.01 DUTIES of the BOARD

1) The affairs of the Association shall be managed by the Board of Directors, who may exercise all such powers and conduct the business of the Association with the best interests of the Association and its members as the guiding principle.

2) Which reviews all proposed expenses and incomes.

3) Fill any positions on the Board not filled at the Annual Meeting or that become vacant during the year.

4.02 NUMBER

Unless changed in accordance with the act, the Board shall consist of not less than six (6) and not more than eleven (11) directors, which shall include the President, First, and Second Vice Presidents.

4.03 ASSOCIATE MEMBERS AS DIRECTORS

Unless changed in accordance with the Act, the Board shall consist of a majority of directors being contractor members, and no more than three (3) directors being associate members. Associate members as directors may sit on the Executive Committee, however shall not attain a position higher than Treasurer.

4.04 ELECTION OF DIRECTORS

At the first meeting of members, the Board shall be elected to replace the first directors named in the Articles. No member shall hold office as a member of the Board of Directors unless he is a member or representative of a member of the Association in good standing. Past Presidents of the Association shall be appointed to the Board of Directors, upon completion of term as President, to serve a period of two years or until the next Past President replaces him.

4.05 EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Board of Directors to whom the Board may delegate any or all the powers granted to the Board by these by-laws that are not specifically reserved to the Board by law. The Executive Committee shall consist of the Immediate Past President (not elected), the President, First and Second Vice President, Recording Secretary and Treasurer.

4.06 ELECTION OF EXECUTIVE COMMITTEE and BOARD of DIRECTORS

1) The term of office for each elected member of the Board of Directors shall be no more than two years. The elected members shall be split into two groups; group one being elected in even numbered years and group two being elected in odd numbered years. Half of the directors will be elected in group one, and the other half into group two.

2) If a Director resigns, the vacated position can be filled by election for the balance of the original term. This election would take place at the Annual Meeting.

3) Should a vote be required during elections, it will be done through secret ballot.

4) The Executive Committee shall be decided, by the elected Board of Directors, at the first meeting of the Directors, following the Annual Meeting of members. Recommendations from the members at the Annual Meeting will be taken into consideration.

5) The second vice president and the vice president must not be up for re-election on the same year. If such situation should arise the second vice president would be put up for election and the vice president would not.

6) The President and the Immediate Past President may not be put up for re-election.

4.07 TERM OF OFFICE

1) No President and/or Vice Presidents shall serve more than one term of two years. If there are no Directors available at the expiry of this term to accept the position of President, then the Board of Directors may extend to one or more additional terms until someone comes forward to accept the position.

2) The term of office of an Executive or Director upon election or appointment, shall cease at the close of the second annual meeting of members following his election or appointment, and each Executive or Director is elected for a period of two (2) years.

3) The Board of Directors may replace any Director failing to attend any three consecutive meetings of the Board.

4) If no directors are elected at such annual meeting, he shall continue in office until his successor is elected or appointed. So long as there is a quorum of directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member.

MEETINGS OF DIRECTORS

5.01 QUORUM

Four (4) shall be a quorum for the transaction of business at all meetings of the Executive Committee (Article 4.05).

A majority of six (6) of the Board of Directors shall constitute a quorum at any meeting of directors.

5.02 PLACE OF MEETING

Meetings of the Board may be held at any place in Manitoba or as the directors may determine, from time to time.

5.03 MEETING MINUTES

Minutes shall be taken of all proceedings of the Board and shall be open to the inspection of any member of the Association in good standing, applying to President, or a Vice-President.

5.04 NOTICE

1) The Executive committee shall hold meetings bi-monthly for the purpose of approving accounts and supervising the affairs of the Association. Dates would be scheduled at the discretion of the president with a minimum of 6 meetings annually. A notice will be issued, via telephone, fax, or email a week in advance of each meeting to ensure that a quorum is available. Such notice shall state the date, the time and place of the holding of such meeting and the business to be transacted.

2) For the first meeting of the Board to be held immediately following the election of directors by the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed director or directors in order for the meeting to be duly constituted, provided that a quorum of directors be present.

5.05 PARTICIPATION BY TELEPHONE OR OTHER COMMUNICATION FACILITIES

If all directors consent, a director may participate in a meeting of directors by means of such telephone or other communication facilities as to permit all persons participating in the meeting to hear each other, and a director participating in the meeting by that means is deemed, for the purpose of the Act, to be present at the meeting.

5.06 VOTING

All questions shall be decided by a show of hands and in the case of equality of votes; the Chairman (President or his Representative) shall cast the deciding vote.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

6.01 Subject to the limitations set out in the Act, each director and officer of the Association, former director or officer of the Association, a person who acts or acted at the Association's request as a director or officer of a body corporate of which the Association is or was a shareholder or creditor, and his heirs and legal

representative, may be indemnified by the Association against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he has made a party by reason of being or having been a director or officer of the Association or body corporate.

OFFICERS

7.01 TERM OF PRESIDENT

No President shall serve more than one term of office. If, at the end of a President's term, a replacement cannot be allocated for reasons beyond the control of the Board, the Board can extend the term of the President one additional term, or until a new President can be appointed.

7.02 RESTRICTIONS

1) No member shall hold office as a member of the Board of Directors unless he is a member or representative of a member of the Association in good standing.

2) The Immediate Past President of the Association shall be appointed to the Board of directors, upon completion of their term as President.

3) The Immediate Past President shall continue as a voting director for the duration of his term with one (1) vote on the Board.

7.03 POWERS AND DUTIES

(i) PAST PRESIDENT

- 1) Shall Chair the Nominating Committee
- 2) Shall Chair the Constitution Committee
- 3) Shall Chair the Annual General Meeting

(ii) PRESIDENT

- 1) Shall preside at all meetings of the Board of Directors of the Association and shall act as Chairman of the Board of Directors.
- 2) Shall be the chief executive officer and be charged with the general supervision, subject to the authority of the Board, of the business and affairs of the Association.
- 3) Shall preside over all the meetings of the Association, except Annual General Meeting
- 4) Shall be his duty to call Special Meetings of the Association upon written request of ten (10) members of the Association, provided any such requests state the object for which such meeting is to be called.
- 5) Shall be ex officio member of all Committees of the Association with full voting rights.
- 6) Shall be responsible for the organization and overall promotion of the objects of the Association, act as principle spokesperson of the Association and perform such other duties as may be directed by the Board.

(iii) VICE-PRESIDENTS

It shall be the duty of the Vice-President to perform the duties of the President in case of his absence, resignation, termination, or disability, and perform such other duties as may from time to time be assigned by the Board.

Shall Chair committees as directed by the constitution or the Board and report their findings to the Board.

(iv) RECORDING SECRETARY

- 1) Shall create and maintain the documents of the Association**
- 2) Shall attend all director meetings and be responsible for the recording and distributing of the minutes of all meetings of the Association. Should the secretary be unable to attend a meeting, the president will select a designate to record minutes.**

(v) TREASURER

- 1) Shall act as the Chief Financial Officer of the Association**
- 2) Shall chair the Finance Committee**
- 3) Shall administer the finances of the Association.**
- 4) Shall render to the Board, an account of all transactions and of the financial position of the Association**
- 5) Shall oversee the deposit of money, the safekeeping of securities and the disbursement of funds of the Association**
- 6) Shall prepare for the Annual meeting and the membership approval, an operational budget for the coming fiscal year.**

(vi) EXECUTIVE DIRECTOR

1) Shall provide all notices for all meetings of the Board, all committees of directors, if any, and all meetings of members.

2) Shall carry out all clerical duties of the association.

(vii) OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

(viii) EXECUTIVE COMMITTEE

The Executive Committee shall consist of the immediate Past-President, the President, First and Second Vice-Presidents, Secretary, and Treasurer. A quorum of this committee for the transactions of the business on behalf of the Corporation shall be no less than four (4). The Executive Committee shall hold meetings bi monthly for the purpose of approving accounts and supervising the affairs of the Association.

7.04 TERM OF OFFICE

The term of office of any officer and their subsequent elections shall be in accordance with the provisions for Directors as set out in clauses 4.06 and 4.07 respectively.

7.05 VACANCIES If the office of President, Secretary or any other office, shall be or become vacant by reason of death, resignation, disqualification, or otherwise, the Board by resolution may appoint an officer to fill such vacancy.

MEETINGS

8.01 All meetings of the Association must be conducted under Roberts Rules of Order. A copy of Roberts Rules of Order must be present during all meetings held by the Corporation.

8.02 ANNUAL GENERAL MEETING

The annual meeting of the members shall be held in the City of Winnipeg, in Manitoba, on such day in each year and at such time as the directors may be resolution determine, or, if all the members entitled to vote at such meeting so agree, at one place or more outside of the City of Winnipeg, but in the Province of Manitoba.

All Annual Meetings must be held within sixty (60) days to a maximum ninety (90) days of the Association's fiscal year end.

The immediate Past-President will preside as Chairman of the Annual Meeting.

The accounts of the Board for the year shall be presented, duly audited and ratified by the membership as a whole.

The order of business at the Annual General Meeting of the Association, subject to alteration at the discretion of the Chairman shall be:

- (i) Call meeting to order
- (ii) Introduction by Chairman
- (iii) Reading and adoption of minutes of last annual meeting
- (iv) Auditor's / Treasurer's report
- (v) President's report
- (vi) Committee reports
- (vii) Old business
- (viii) Special Business – voting on any proposed amendment of the Articles of the Association
- (ix) Election of the Board of Directors - Directors, except Immediate Past President, shall be elected, if required, by secret ballot by a majority of the members
- (x) Appointment of Auditor
- (xi) New business
- (xii) Miscellaneous business – General Discussion
- (xiii) Meeting of newly-elected Board of Directors
- (xiv) Adjournment

Fifteen (15) members shall constitute a quorum at the Annual Meeting. In case of an equality vote, the Chairman will cast the deciding vote.

8.03 GENERAL MEETINGS

1) General membership meetings of the Association, as required, shall be held at a time and place to be designated by the Board of Directors.

2) A minimum of seven (7) days notice must be given to all the membership of such meetings, either by mail, facsimile or email.

- 3) The accidental omission to give any notice of any meeting to any Member shall not invalidate any Resolution or any By-Law or any proceedings taken at such meetings.
- 4) The President, and in his absence, the First Vice-President or Second Vice-President, or in the absence of all three, a member selected by the Board of Directors from those present shall take the Chair.
- 5) Every member in good standing there present shall be entitled to one vote upon every Motion or Resolution, with only one vote being permitted from each Member-Firm of the Association present or represented.
- 6) In case of equality vote the Chairman will cast the deciding vote.

8.04 SPECIAL MEETINGS

- 1) Special meetings of the members may be convened at any time by order of the President or of the Board to be held in the City of Winnipeg, in Manitoba, or if all the members entitled to vote at such meetings so agree, at one place or more outside of Winnipeg or outside of Manitoba.
- 2) The accidental omission to give any notice of any meeting to any Member shall not invalidate any Resolution or any By-Law or any proceedings taken at such meetings.

8.05 QUORUM

The quorum for any General Membership Meetings shall be at least fifteen (15) members personally present.

8.06 VOTING

- 1) Every member, in good standing, present shall be entitled to one vote upon every Motion or Resolution, with only one vote being permitted from each Member-Firm of the Association present or represented. A member is considered to be in good standing and thereby entitled to vote if he has paid his annual dues, membership fees, or outstanding amounts within the time frame prescribed by the board of directors from time to time.
- 2) Every question submitted, to any meeting of members, may be decided in the first instance by a show of hands of the members in good standing, then present at said meeting, if the decision be unanimous; otherwise the question shall be decided by the majority on a poll of the votes entitled to be cast at such meeting
- 3) In case of an equality of votes on a poll, the chairman shall have a casting vote in addition to the vote of which he may be entitled at such meeting.
- 4) At a meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or lost shall be conclusive evidence of the fact.

POWERS OF THE BOARD OF DIRECTORS

9.01 POWERS

1) The Board shall have the power to make decisions, in their opinion, which may be necessary or expedient to carry out effectively the objects of the Association as set out in the by-laws and constitution of the Association.

2) The Board shall be the sole authority for the interpretation of the Articles of the Association, and any regulations made hereunder, and the decision of the Board of Directors upon any question of interpretation, or upon any matter affecting the Association, and not provided for in the Articles of Association, or by any regulations made hereunder, shall be final and binding upon the Members.

3) The Board shall have power to levy a special assessment for any purpose whatsoever they may deem necessary.

4) The Board of Directors shall be empowered to expend monies for the purpose of the Association and shall make all such dispositions of the property of the Association, or any part thereof, as may, in their opinion, be necessary on behalf of the Association.

When expenditures (other than those of necessary administration) are deemed necessary by the Board, a Resolution outlining the purpose of such expenditure shall be put to a vote before the Board, and after passing such Resolution, all members of the Association shall be deemed to have assented to the same, as if they had voted in favor of such Resolution.

5) The Board shall immediately following an Annual General Meeting covered by Resolution, authorize the signing officers for the Association in order to accept, draw and endorse on behalf of and in the name of the Heavy Equipment and Aggregate Trucking Association, all cheques and drafts and generally to conduct the banking business of the Association, provided however, that all bills payable shall first be submitted to the Executive Committee for approval. The President, immediate past president and Treasurer shall have cheque signing authority as in Article 9.03.

6) The Board shall have the power to appoint a Director as chair of a standing committee. This committee will deal with a specific continuing issue or function(s) relating to the Association. The committee members will come from the general membership of the Association. The Board can delegate or refer to the committee such powers and duties as it may deem necessary.

Such standing committees shall report their proceedings, through their chairman (appointed Director), to the Board and shall conduct their duties and business in accordance of our constitution and by-laws and within the direction of the Board. The standing committees shall not take any action, including the determination of policy, publication, or public discussion of proposed policy, which bind the Association. Nor may any committee commit any funds of the Association for any purpose, without the approval from the Board.

7) By-laws of the Association may be amended at a general meeting only if notice of motion is given to the membership at least fifteen (15) days prior to the holding of such meeting, and that at a minimum of fifteen members are present at the meeting.

9.02 STANDING COMMITTEES

The appointment of members to Standing Committees can take place at any Board Meeting if not done at the Annual Meeting.

1) Constitution Committee

- i) Shall review the constitution annually so it can recommend to the Annual Meeting what amendments might be made**
- ii) The Past President shall chair this committee with at least two other members consisting of one other member of the Board and at least one general member.**

2) Nominating Committee

- i) Three months preceding the Annual Meeting of each year, the Nominating Committee chaired by the immediate Past President and consisting of one other Board Member and at least one general member shall meet.**
- ii) Their duty shall be to present to the Annual Meeting a suggested list of members in good standing to serve on the Board of Directors for the next term of office. This list must be no more than twelve (12) in number.**
- iii) This list, providing the candidates experience or background, is to be distributed to the membership two months in advance of the Annual Meeting, thus allowing for any further nominations to be submitted, provided that they are seconded, in writing, by two other members who are in good standing.**
- iv) To close nominations to the Board of Directors no less than 15 days prior to an annual AGM when new nominations would be required and accepted. All nominations must be made by a member in good standing and same for a second to the nomination.**

3) Finance Committee

- i) Shall review all proposed expenditures**
- ii) Shall consist of all members of the Executive**
- iii) Shall be chaired by the Treasure of the Association**

4) Membership/Recruitment Committee

- i) Shall be chaired by a Director appointed by the Board**
- ii) Shall develop policies to recruit of new members and retain existing members**
- iii) Shall be comprised of 1 or more individuals from the general membership and a minimum of 1 other Director of the Board.**

5) Social Committee

- i) Shall be chaired by a Director appointed by the Board**
- ii) Shall organize all social events, along with office staff.**
- iii) Shall consist of 1 or more individuals from the general membership and/or one or two Directors of the Board and may vary depending upon the event and expertise of the individuals**

6) City of Winnipeg Committee

- i) Shall be chaired by a Director appointed by the Board**
- ii) Shall represent the Association in dealing with the City of Winnipeg issues**
- iii) Shall consist of 2 or more individuals from the general membership and/or one or two Directors and may vary depending upon the issue.**

7) Municipal and Provincial Committee

- i) Shall be chaired by a Director appointed by the Board**
- ii) Shall represent the Association in dealing with Department of Highways issues**
- iii) Shall consist of 2 or more individuals from the general membership and/or one or two Directors and may vary depending upon the issue.**

8) Ad Hoc Committees

Committees may be formed when the need arises to carry out specific tasks assigned by the Board. These ad hoc committees may be dissolved immediately following the completion of the assigned tasks.

9.03 SIGNING AUTHORITY

The President, Immediate Past President and the Treasurer shall have cheque signing authority. Two (2) signatures, from the above, must be on the cheque with one being that of the Treasurer.

9.04 DECISIONS OF THE BOARD, APPEALS AND INTERPRETATION

All decisions of the Board shall be complied with forthwith, but an appeal or interpretation challenge, therefore may be taken by any member of the Association at its next general meeting, provided such notice is filed, in writing by the applicant, with the Secretary within fifteen (15) days of the date of the decision being appealed.

GENERAL

10.01 BANKING The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on behalf of the Corporation by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the accounts of the Corporation; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money; the giving of receipts for and orders relating to any property of the Corporation; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such bank to do any act or thing on behalf of the Corporation to facilitate such banking business.

10.02 EXECUTION OF INSTRUMENTS Contracts, documents or instruments in writing requiring the signature of the Association may be signed by the Treasurer and any of the President, Vice-Presidents or the Secretary, and all contracts, documents, or instruments in writing so signed shall be binding upon the

Association without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Association either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The Corporate Seal of the Association, if any, may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Board.

The term “contract, documents or instruments in writing” as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments or property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures, promissory notes or other securities and all other paper writing.

10.03 AMENDMENTS TO ARTICLES OF ASSOCIATION

Articles of Association may be amended at the Annual General Meeting, or at any special general meeting of the Association, provided that such amendment is passed by at least two-thirds of the vote of the Members present at such meeting, and that fifteen (15) days notice in writing of intent to move for such amendment has been given by the President.

10.04 FISCAL YEAR

The fiscal year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

10.05 AUDITOR

The members shall at each annual meeting appoint an auditor whose duty it shall be to examine all books, vouchers, and accounts of the Association and to provide a report, the results of which will be shared to the Association at each Annual General Meeting.

A vacancy occurring, the office of Auditor shall be filled by an appointment by the executive committee, during the Association’s fiscal year.

10.06 DISSOLUTION

1) The Association can be dissolved at any time in accordance with the terms and provisions of the Corporations Act of Manitoba or by a majority vote of the members at any meeting in accordance with Article 8.04.

2) Upon dissolution of the Association and after retirement of all debts and liabilities of the Association, any remaining assets of the Association shall be distributed or dispersed to a charitable or deserving organization or organizations as selected by the Board of Directors of the Association in power at the time of dissolution.

10.07 INVALIDITY OF ANY PROVISION

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

10.08 REPEAL OF PRIOR ARTICLES OF THE CONSTITUTION

All prior Articles of the Constitution of the Association heretofore enacted or made are repealed in full provided that the repeal of prior Articles of the Constitution of the Association shall not impair in any way the validity of any act or thing done pursuant to such repealed Constitution Articles.

10.09 EFFECTIVE DATE

Made by special resolution of the members of the Association on the 6th day of March , Two Thousand and Eighteen.