

MANITOBA READY MIX CONCRETE ASSOCIATION INC.

BY-LAWS

Approved 2013 AGM (Amended
February 24, 2022)

MISSION STATEMENT

Provide industry representation for the advancement of quality ready mix concrete in Manitoba.

GOALS

Market and promote the use of quality concrete. Provide a consolidated industry approach to regulatory bodies. Provide networking opportunities. Provide education and training.

BE IT ENACTED AND IT IS HEREBY ENACTED as the by-laws of MANITOBA READY MIX CONCRETE ASSOCIATION INC. (MRMCA) as follows:

1. REGISTERED OFFICE

The registered office of MRMCA shall be in the City of Winnipeg, in the Province of Manitoba (subject to change by special resolution) and at such place therein as the directors may from time to time determine.

2. SEAL

The Seal of the Association shall be in a form adopted by the Directors and shall be used under the signature of such officers and/or persons as the Directors may from time to time determine. The Corporate Seal shall be in custody at the registered office of MRMCA.

3. MEMBERSHIP

a) Producer Membership:

Producer Membership in MRMCA may be granted by the directors to any person, firm or corporation, engaged in the business of the production or the production and sale of ready mix concrete in Manitoba. No Producer Membership shall be granted or renewed to any person, firms or corporations not certified by the inspection process and provisions outlined in the most recently adopted version of the applicable MRMCA Concrete Production Facilities Certification Guide. Producer Members shall be entitled to one vote per member at all meetings of members of MRMCA.

b) Associate Membership:

Associate Membership in MRMCA may be granted by the directors to any person, firm or organization not directly engaged as a ready mix concrete producer, but whose products and

services are generally associated with the ready mix concrete industry. The rights, privileges, restrictions and conditions that constitute the membership interest of Associate Members shall be as follows:

- i.) Associate Members shall not be entitled to vote at all meetings of members of MRMCA.
- ii.) Associate Members shall be entitled to stand forth and be elected as Directors and Officers of the Association except for the positions of President and Vice-President.
- iii.) Associate Members shall have no property rights in MRMCA.

c) Cement Supplier Membership:

Cement Supplier Membership in MRMCA may be granted by the directors to any person, firm or organization directly involved in the supply of cement. The rights, privileges, restrictions and conditions that constitute the membership interest of Cement Manufacturer Members shall be as follows:

- i.) Cement Supplier Members shall not be entitled to vote at all meetings of members of MRMCA.
- ii.) Cement Supplier Members shall be entitled to stand forth and be elected as Directors and Officers of the Association except for the positions of President and Vice-President.
- iii.) Cement Manufacturer Members shall have no property rights in MRMCA.

d) Honorary Membership:

Honorary Membership in MRMCA may be granted by a two-thirds vote of the directors to individuals who have rendered distinguished service to the ready mix concrete industry in Manitoba. Honorary Members shall not be entitled to vote at, but shall be entitled to notice of meetings of the members of MRMCA. Honorary Members shall not be required to pay any fees or assessments.

e) Membership Applications:

Application for membership shall be made in writing to the MRMCA and shall be submitted to the Board of Directors which shall consider the application. An applicant, if admitted to membership, will accept and be governed by the by-laws of MRMCA, and shall pay such fees and assessments as shall be determined by the directors from time to time.

f) Membership Certificates:

MRMCA shall cause to be issued to each member in good standing, a certificate of membership in a form approved by the Directors. No membership in MRMCA, or certificate of membership, shall be assigned or assignable by any member, nor shall any purchaser or other successor in interest or assignee of a member be admitted to membership except in accordance with the procedures established herein.

4. RESIGNATION AND EXPULSION

- a) Any member may withdraw or resign from MRMCA upon sixty (60) days written notice to the Board of Directors and the payment in full of all dues, assessments and other

expenses properly allocated thereto and by doing so, shall forfeit all rights and interest in the assets of MRMCA.

- b) In the event that an individual, partnership or corporation holding a membership in MRMCA, shall make a change in the business title or firm name, then such member shall at once provide written notice to MRMCA.
- c) Any member charged, in writing, by another member of improper practices or acts injurious to the interest of MRMCA shall have an opportunity to answer said charges in writing, and both arguments shall be submitted to the Board of Directors. A two-thirds majority of the Board of Directors shall be required to suspend or expel a member of MRMCA under this section. Any member may appeal from the decision of the Board of Directors to the regular membership as a whole. A two-thirds vote of the members present shall be required to sustain the appeal and if the appeal is so sustained, the decision of the Board shall become null and void and the appellant shall resume the full rights of membership. Notwithstanding the foregoing, no member shall be suspended or expelled without having an opportunity to present a defense.
- d) Any member may be expelled from MRMCA for non-payment of dues delinquent over sixty (60) days. Notification of expulsion must be in writing.

5. DIRECTORS

- a) Subject to the Articles of Incorporation and these by-laws, all powers of MRMCA shall be exercised by, or under the authority of, and the administration, business and property of MRMCA, shall be controlled by the Board of Directors.
- b)
 - i.) The Board of Directors shall consist of eleven (11) directors. Eight (8) to be elected from Producer Members. A minimum of two (2) Cement Supplier Members shall be elected and a maximum of one (1) may be elected from Associate Members.
 - ii.) A Producer Member may nominate one employee representative to be elected as a Director of the Association. No Producer Member may be represented by more than one (1) Director on the Board of Directors at one time.
 - iii.) All Directors of the Board shall be entitled to one (1) vote at meetings of the Board.
 - iv.) Directors shall be elected for a two (2) year term at the annual general meeting of MRMCA. A call for nominations of Directors shall be issued at least sixty days in advance of the Annual Meeting of Members.
- c) Vacancies on the Board of Directors occasioned by death, resignation or removal shall be filled by the Directors at any meeting of the Board of Directors. The term of such filled directorship shall expire at the end of the original two year term of the vacated director.

- i. Any Director who, as an individual or whose company, ceases to be a member of MRMCA, shall thereupon cease to be a Director.
- ii. If any Director shall miss three successive meetings of the Board, without notification, he shall be deemed to have resigned *de facto*. The vacancy so created shall be filled in the manner set out above at the meeting following the Directors' third absence. Promptly after a *de facto* resignation, the Director concerned shall be notified by the President.

6. MEETINGS OF DIRECTORS

- a) The Board of Directors shall meet immediately after each annual general meeting of the Members, without notice, for the election of a President, Vice-President, and Secretary-Treasurer of MRMCA, and for the transaction of any other business.
- b) The Board of Directors shall meet at least twice a year at such time and place as the Directors shall from time to time determine.
- c) Special meetings of the Board of Directors may be called by the President or by the Secretary-Treasurer at the request of any two Directors. Written notice of such special meeting, stating the time, place and purpose thereof shall be given to each Director so as to give not less than seven (7) days' notice thereof, unless such time requirement is waived at any time in writing by the Director not notified, or unless he attends the meeting.
- d) A majority of the Board, when present at each regular or special meeting of the Board of Directors, shall constitute a quorum. The disposition of any matter brought before the meeting of the Board of Directors shall be determined by a majority vote of the Directors at the meeting.
- e) Any meeting of the Directors at which a quorum is not present shall be adjourned without the transaction of any business, except to fix an adjournment date, in which case the regular notice thereof shall be given.
- f) Without limiting the general powers conferred in Sub-clause a) of No. 5 herein, but subject to the same limitations, the Board of Directors shall have the following powers and duties:
 - i.) To select and remove all officers, agents, and employees of MRMCA, prescribe such powers and duties for them as are not inconsistent with the Articles of Incorporation or these By-laws, fix their compensation and require from them, if desirable, security for faithful service.
 - ii.) To conduct, manage, and control the affairs and business of MRMCA with prudence and in good faith; to make such rules and regulations thereof not inconsistent with the Articles of Incorporation or these by-laws.
 - iii.) To have custody and control of the funds of MRMCA.

- iv.) To fix, and from time to time to change the principal office for the transaction of business of MRMCA within the Province of Manitoba.
- v.) To appoint committees and to delegate to such committees, such power and authority as may be necessary for the specific purpose for which each committee is appointed.
- vi.) To keep a record of the acts and proceedings of the Board of Directors and the business of MRMCA and to present for approval of the Membership, a full statement thereof at the regular annual meeting, or a special meeting, of MRMCA, showing in detail the condition of the affairs and finances of MRMCA.
- vii.) To fix budgets for specific periods and the dues rate for the Members.
- viii.) To approve, authorize and direct the execution of all necessary documents, to make agreements and commitments and to negotiate therefor and to do every other act or thing necessary to carry out the purposes of MRMCA.

7. PROTECTION OF DIRECTORS

Every Director or Officer of MRMCA or other person who has undertaken or is about to undertake any liability on behalf of MRMCA and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of MRMCA, from and against

- a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

No Director or Officer for the time being of MRMCA shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to MRMCA through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of MRMCA or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to MRMCA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or by which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act or his own willful default.

8. MEETINGS OF MEMBERS

- a) There shall be at least one meeting of MRMCA each calendar year at such date and place as may be designated by the Board of Directors.
- b) Special meetings of MRMCA may be called by the President, by any three Directors, or upon the written request of 15 members in good standing. Each such call shall be in writing and state the time and place and specific purpose of such meeting. No business shall be transacted at a special meeting place other than that stated in the call.
- c) Written notice of the Annual Meeting of MRMCA stating the time and place thereof shall be given to each member at the address as it appears on the books of MRMCA, at least thirty days prior to the time of holding such meetings. This written notice shall include the agenda, information detailing the matters to be voted on, and the official form of proxy. The form of proxy shall be returned in accordance with the instructions so that it is received at least three days prior to the Annual Meeting of MRMCA.
- d) Written notice of special meetings of MRMCA stating the time, place and purpose thereof shall be given to each member at least 7 days prior to the time of holding of such meetings. This written notice shall include the agenda, information detailing the matter(s) to be voted on, and the official form of proxy. The form of proxy shall be returned in accordance with the instructions so that it is received at least one day prior to the special meeting of MRMCA.
- e) At any meeting of MRMCA, a quorum for the transaction of business shall consist of ten (10) Producer Members present in person.
- f) Each Producer Member in good standing shall be entitled to one equal vote at meetings of members. A two-thirds majority vote of Producer Members present or represented by proxy shall determine the disposition of any matter duly brought before the meeting.
- g) Any meeting of the Members of MRMCA at which a quorum is not present shall be adjourned without the transaction of any business, except that an adjournment date may be fixed, in which case the regular notice thereof shall be given.

9. OFFICERS

- a) The Officers of MRMCA shall consist of a President, Vice-President, and a Secretary-Treasurer.
- b) The Officers shall be elected by the Board of Directors at its first meeting after each Annual Meeting of the Members, and shall hold office for terms of one year unless sooner removed at the pleasure of the Board, or until their respective successors are elected and take office. Any vacancy occurring in said offices will require that a special meeting be called for the purpose, and a person so elected shall hold office for the remainder of the unexpired term, unless removed at the pleasure of the Board or until his successor is elected and takes office.
- c) The Board of Directors may also appoint such assistant secretaries and other agents, employees, representatives and attorneys as it may consider advisable.
- d) The President shall be the Chief Executive Officer of MRMCA. He shall preside at all meetings of the Members of MRMCA and of the Board of Directors. He shall, whenever he deems it necessary, call special meetings of MRMCA and of the Board of Directors. He shall sign all certificates of memberships and all other documents requiring his signature. Subject to the approval of the Board of Directors, he shall appoint committees and may act as chairman thereof and shall perform and discharge such other duties and shall have such other powers as the Board of Directors may from time to time prescribe.
- e) The Vice-President shall have the duties of the President in his absence, and shall have such powers and perform such duties as the Board of Directors shall from time to time prescribe.
- f) The Secretary-Treasurer shall serve as a recording secretary of all meetings of MRMCA, of the Board of Directors, taking and keeping correct and accurate minutes of the proceedings, he shall keep a roll of the Members of MRMCA with current post office addresses. He shall also have such additional duties as the Board of Directors may from time to time prescribe. He shall keep full and correct account of the receipts and disbursements of MRMCA. He shall maintain all monies and valuable effects in the name of MRMCA, in such depositories as may be designated by the Board of Directors, and shall make disbursements therefore as directed by the Board of Directors. He shall render full and complete accounts of the finances of MRMCA.
- g) Further to the primary offices as noted in 9 a), the chairpersons for the following standing committees of the Board will be appointed at the first Board Meeting after elections held at its Annual General Meeting: Marketing, Membership, Technical and Special Events.

10. EXECUTION OF INSTRUMENTS

Contracts, documents or any instruments in writing requiring the signature of MRMCA may be signed by the President or the Vice-President together with the Secretary-Treasurer or by any two Directors and all contracts, documents and instruments in writing so signed shall be binding upon MRMCA without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of MRMCA either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of MRMCA may, when required, be affixed to contract documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

11. FISCAL YEAR

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

12. DISSOLUTION OF CORPORATION

This corporation may be dissolved at any time by a three-quarter (3/4) majority vote of all Producer Members of MRMCA, taken at their annual meeting or at a special meeting called for such a purpose. If MRMCA is dissolved at any time and for any reason, the net assets remaining shall be distributed according to The Corporations Act (Manitoba).

13. USE OF SEAL OR EMBLEM

Any member of the Association shall be entitled to use of the seal and emblem of the Association.

14. AMENDMENT OF BYLAWS

The Bylaws of the Association may be amended by a special resolution of the members at any general meeting of the Association of which not less than twenty – one days' notice and no more than fifty days' notice specifying the intention to propose the resolution to the members is given. Notice of every proposed amendment shall be given in writing to the Executive Officer at least thirty days prior to the date of the meeting. No such amendment shall be forced or acted upon until passed by a resolution by at least seventy-five percent of votes Producer Members cast at a general meeting of the Association.