

**By-Law No. 2018-11**

A by-law relating generally to the transaction  
of the business and affairs of

**THE ONTARIO ASSOCIATION OF SEWAGE INDUSTRY SERVICES**

(hereinafter called the "Association")

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

**ARTICLE ONE**  
**INTERPRETATION**

1.01 Definitions

In this bylaw and all other bylaws and special resolutions of the Association, unless the context otherwise requires:

"Act" means the Corporations Act of Ontario, and any Act that may be substituted therefor, as from time to time amended;

"Association" means the association incorporated as a corporation without share capital under the Act by letters patent dated the 19<sup>th</sup> day of July, 1999, and named Ontario Association of Sewage Industry Services, which operates under the trade style of "OASIS";

"board" means the board of directors of the Association;

"bylaws" means this bylaw and all other bylaws of the Association from time to time in force and effect;

"committee" shall have the meaning imported to it pursuant to Article 4, Paragraph 4.1 8;

"letters patent" means the letters patent incorporating the Association, as from time to time amended and supplemented by supplementary letters patent;

"meeting of members" includes an annual meeting of members and a special meeting of members;

Where the context requires, words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

## ARTICLE TWO MISSION STATEMENT

### 2.01 Mission Statement

To provide a membership forum for those engaged in Ontario in the business of installing on-site sewage systems, portable toilet rentals, liquid waste handling, transportation and waste treatment, that will promote the interests of its members regarding health and safety, business operations, environmental responsibility and regulatory issues for the benefit of the industry and public at large.

To achieve our mission, the association strives:

1. To maintain among the membership and to promote within industry, the highest standards of safety, environmental responsibility, regulatory compliance and concern for the public.
2. To institute open forum discussions and action pertaining to practical operating problems such as promotion of vacuum truck services, maintenance advances in equipment, employee development, uniform administrative practices, and operator safety programs.
3. To safeguard the interests of the industry and keep members advised with respect to all present or contemplated legislation from all levels of government.
4. To promote uniformity and consistency throughout the industry.

ARTICLE THREE  
BUSINESS OF THE ASSOCIATION

3.01 Head Office

The Directors may from time to time by resolution fix the location of the Head Office of the Association.

3.02 Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Association shall be in the form impressed hereon.

3.03 Financial Year

Until otherwise ordered by the board, the financial year of the Association shall end on the 30<sup>th</sup> day of September in each year.

3.04 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations and other instruments may be signed on behalf of the Association by any two of the following: president, vice-president, executive director, or Treasurer of the Association. In addition, the board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of

instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto. All cheques drawn against any account of the Association shall bear the signature of any two of the President, a vice-president or the executive director or the Treasurer.

#### 3.05 Banking Arrangements

The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

### ARTICLE FOUR DIRECTORS

#### 4.01 Number of Directors and Quorum

The affairs of the Association shall be managed by its board of directors which shall be not less than nine (9), nor more than eleven (11) in number. A quorum shall consist of a simple majority of Directors. (More than fifty (50) per cent).

#### 4.02 Qualifications

No individual shall be qualified to be a director unless persons shall be eighteen or more years of age and have been a member in good standing of the Association for at least the last two (2) consecutive years immediately preceding the start of individual term and not hold any complaints or concerns from the membership prior to continuation of term. Each elected director shall at the time of individual election and throughout individual term of office be a Canadian citizen and a member in good standing of the Association. A Board of Director can only serve a term of three years in which a re-nomination and re-election of the interested candidate needs to occur prior to repeating another term of three years. A Board of Director under no condition serve more than two terms as the Director of the Association.

#### 4.03 Election and Term

The directors of the Association shall be elected to manage the affairs of the Association and upon the expiry of their respective term of office shall retire.

Directors shall be elected at the annual meeting to hold office for a term of 3 years from the date of their election and can only be re-elected for a total of 2 (two) terms or 6 (six) years. Such directors may however continue to act until their successors are elected or in the event a minimum representation of Board of Directors is required. Election of any and all prospective Board of Directors shall be completed in accordance with the rules and guidelines set forth by the Nomination Committee. The Nomination Committee will comprise at minimum of the President, Vice President, Past President, Governance Committee Chair and Executive Director and other person as the President sees fit. Nomination Committee cannot exceed a total number of 6 (six) parties involved. Nominations for Board of Directors must be presented at minimum one week (7 days) prior to the Associations Annual General Meeting. Elections shall be cast by ballot and no nominations on the day of the Annual General Meeting will be accepted.

#### 4.04 Removal of Directors

The members may by resolution passed by at least fifty-one percent (51%) of the votes cast thereon at a general meeting from individuals present at the annual general meeting of members called for the purpose, remove any director before the expiration of their term of office. In the event a Director is acting outside of the interest of the Association, the individual shall be suspended from all duties and activities of the Association by a majority vote at a Board of Director meeting pending investigation and final removal at the annual general meeting. Directors removed from the Association will have their membership and all privileges revoked thereof.

#### 4.05 Vacation of Office

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) if the person ceased to be qualified as provided in Article 4, paragraph 4.02;
- b) if the person shall be removed from office by resolution of the members as provided in Article 4, paragraph 4.04;
- c) if by notice in writing to the Association the person resigns their office and such resignation, if not effective immediately, becomes effective in accordance with its terms;  
or
- d) if the person absents themselves from three consecutive meetings of the board or a committee of which they are a member provided that if in the opinion of the board such

absence is justified or the interest of the Association can best be served by retaining such a director on the board, the board may excuse such absence.

#### 4.06 Vacancies

Vacancies on the board may be filled for the remainder of the term of office either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum.

#### 4.07 Nomination of Members for Election to Board of Directors

In an election year, one month prior to the annual general meeting, a member may nominate a person to serve on the board of directors to the nomination committee. Election of Board of Director shall be subject of a majority vote of at minimum of fifty-one percent (51%) of members at the annual general meeting.

#### 4.08 Calling of Meetings and Regular Meetings of the Board

The board of directors shall meet a minimum of four (4) times during the year subject to the notice requirements herein. Meetings of the board shall be held from time to time at the call of the board or the president or any four directors. Notice of the time and place of every meeting so called shall be given to each director not less than 5 days (including Saturdays, Sundays and statutory holidays) before the day when the meeting is to be held which notice shall be provided via email

#### 4.09 First Meeting of a New Board

Provided a quorum of directors be present, each newly elected board shall without notice hold its first meeting immediately following the meeting of members at which such board is elected.

#### 4.10 Place of Meeting

Meetings of the board shall be held at a time and place as determined by the Board, or failing which by the president.

#### 4.11 Chairperson

The president or, in his absence the vice-president, shall be chairperson of any meeting of the directors. If no such officer be present, then the directors shall choose one of their number to be chairperson.

#### 4.12 Votes to Govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question with the chairperson refraining from casting a vote. In case of an equality of votes the chairperson of the meeting shall be entitled to cast the deciding vote.

#### 4.13 Interest of Directors in Contracts

Provided a director declares their interest in a contract at the time they become interested therein and absents themselves from any discussions and votes taken thereon after they have declared such interest, no director shall be disqualified by their office from contracting with the Association nor shall any contract or arrangement entered into by or on behalf of the Association with any director or in which any director is in any way interested be liable to be voided nor shall any director so contracting or being so interested be liable to account to the Association or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

#### 4.14 Declaration of Interest

It shall be the duty of every director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association to declare such interest to the extent, in the manner and at the time required by the Act.

#### 4.15 Remuneration

The directors shall serve as such without remuneration but shall be entitled to be paid their traveling other expenses properly incurred by them and authorized by the Board in attending meetings of the board or of the members or other meetings or conferences.

#### 4.16 Powers

The board of directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, shall exercise all such other powers and do all such other acts and things as the Association by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the board of directors is expressly empowered from time to time, to authorize the Association;

- a) to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as it may deem advisable;
- b) to make, sign, negotiate, deposit or otherwise deal with all or any cheques, drafts, orders for the payment of monies, contracts for letters of credit, whether or not an overdraft is thereby created in any account of the Association; and also to execute any authority to any officer of a bank or trust company to accept and/or pay all or any bills of exchange or promissory notes on behalf of the Association;
- c) to execute a bank's form of agreement as to the operation and verification of the accounts of the Association; and also to execute any agreement with or authority to the bank relating to the banking business of the Association whether generally or with regard to any particular transaction.

#### 4.17 Executive Committee

The Executive Committee shall consist of the President, Vice-President, Past-President and the Executive Director.

#### 4.18 Other Committees

In addition to the committees created herein the board of directors may by resolution create one or more other committees which may but need not include members of the board.

### ARTICLE FIVE

#### OFFICERS

##### 5.01 Election of Officers

At the first Board of Directors meeting the directors shall elect a president and a vice-president and may elect such other officers as the board of directors may from time to time determine. Nominations for those officers shall be submitted to the meeting in the same manner as are nominations for persons to stand for election to the board of directors.



#### 5.02 Past President

Notwithstanding the foregoing, the immediate past president shall be *ex officio* an officer and a director of the Association.

#### 5.03 Term of Office

All officers including the immediate past president serve for a term of three (3) years and each officer shall hold office for a maximum of two (2) terms until their successor is elected or appointed.

#### 5.04 President

The president shall have responsibility for the general management and direction, subject to the authority of the board, of the business and affairs of the Association and shall preside at all meetings.

#### 5.05 Vice-President

During the absence or disability of the president, their duties shall be performed and powers exercised by the vice-president.

#### 5.06 Secretary-Treasurer

The Secretary-Treasurer shall be appointed by the Directors and shall be a member of the association.

#### 5.07 Other Officers

The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board may prescribe. 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.

#### 5.08 Executive Director

The board shall be responsible for hiring an Executive Director and any other employees as necessary. The Executive Director shall ordinarily be appointed by the Board to perform the duties of secretary-treasurer.

#### 5.09 Variation of Duties

From time to time the board may add to the duties of any other officer and may vary or limit such additional duties.

### ARTICLE SIX PROTECTION OF DIRECTION AND OFFICERS

#### 6.01 Limitation of Liability

No director or officer of the Association 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 other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relating thereto unless the same are occasioned by his own wilful neglect or default.

#### 6.02 Indemnity

Every director and officer of the Association and his heirs, successors, assigns, 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 the Association from and against:

- a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that 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; and
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association including an amount paid to settle an action or satisfy a judgment incurred by him in respect to any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a member of a committee provided he has acted honestly and in good faith with a view to the best

interests of the Association and excepting such costs, charges or expenses as are occasioned by his own wilful neglect or default.

6.03 Validity of Action

No act or proceeding of any director or board of directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or board of directors.

6.04 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

ARTICLE SEVEN

MEMBERS

7.01 Members

Membership shall consist of three categories: general membership, affiliate membership and honorary membership.

a) General Membership

The general members shall consist of such individuals as are admitted as members by virtue of a resolution of the board of directors. Application for membership shall be made in writing on a form supplied by the Association. Each member shall promptly be informed by the executive director of his admission as a member.

b) Affiliate Membership

Affiliate membership shall be any person whose technical or professional expertise is deemed significant to the industry or any person who wishes to become affiliated with the Association but whose activities are conducted outside the Province of Ontario. Affiliate membership shall have all the rights and privileges of general membership except the right to hold office and vote.

c) Honorary Membership

Honorary members shall be any person that the Board of Directors may designate. Honorary membership shall have all the rights and privileges of general membership except the right to hold office and vote.

#### 7.02 Term of Membership

The term of membership shall be one year whereupon it shall lapse, subject to renewal. Memberships can be renewed upon payment of the annual membership fee as established by the board of directors from time to time. Membership is not transferable and ceases to exist upon a member's death or resignation or other termination in accordance with the bylaws of the Association.

#### 7.03 Resignation

Members may resign in writing which resignation shall be effective upon any date or time on or after the execution of the instrument of resignation.

#### 7.04 Removal

Upon thirty days' notice in writing by regular pre-paid mail addressed to a member of the Association, the board may pass a resolution authorizing the removal of such member from the register of members of the Association and thereupon such person shall cease to be a member of the Association. The affected member shall have the right to appear before the board within the thirty-day period following the mailing of the notice, to make submissions against such proposed action, prior to any such decision being considered. Any member removed in such manner may re-apply for membership in the Association.

#### 7.05 Annual Membership Fee

The annual membership fee, payable in advance, shall be set by the board from time to time.

### ARTICLE EIGHT MEETINGS OF MEMBERS

#### 8.01 Annual Meetings

The annual meeting of the members shall be held at such time of each year as the board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, and for the transaction of such other business as may properly be brought before the meeting.

#### 8.02 Special Meetings

The board shall have the power to call a special meeting of members whenever it sees fit, and the board shall call a special meeting upon the written requisition of at least five (5) members. The requisition shall express the objects of the proposed meeting and shall be mailed to or left at the office of the Association.

#### 8.03 Place of Meetings

Meetings of members shall be held at a time and place as determined by the Board of Directors.

#### 8.04 Notice of Meetings

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than five business days before the day on which the meeting is to be held, to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Association. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Association are entitled to receive all notices and other communications relating to any meetings of the membership that any member is entitled to receive.

#### 8.05 Meetings Without Notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Association at a meeting of members may transact.

#### 8.06 Chairperson, Secretary and Scrutineers

The president or, in his absence, a vice-president, shall be chairperson of any meeting of members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. The chairperson shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chairperson with the consent of the meeting.

#### 8.07 Persons Entitled to be Present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Association and others who although not entitled to vote, are entitled or required under any provisions of the Act or the letters patent or bylaws to be present at the meeting. Any other person may be excluded on the direction of the chairperson of the meeting.

#### 8.08 Quorum

A quorum for the transaction of business at any meeting of members shall be a majority of members of the Association present at such meeting and entitled to vote. (More than fifty (50) percent).

#### 8.09 Right to Vote

At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Association as a regular member.

#### 8.10 Proxies

At any meeting of members a member duly and sufficiently appointed by another member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if one hour prior to the time of voting, it is deposited with the executive director or his nominee or such other person as the chairperson appoints to be secretary of the meeting of the Association or as may be directed in the notice calling the meeting.

#### 8.11 Votes to Govern

At any meeting every question shall, unless otherwise required by the letters patent or bylaws of the Association or by law, be determined by the majority of the votes duly cast on the question.

#### 8.12 Show of Hands

Any question, other than the election of directors, at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

#### 8.13 Polls

After a show of hands has been taken on any question, the chairperson may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

#### 8.14 Casting Vote

In case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the chairperson of the meeting, who shall otherwise refrain from voting at such meeting, shall be entitled to cast a deciding vote.

#### 8.15 Adjournment

The chairperson at a meeting of members may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE NINENOTICES9.01 Methods of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the letters patent, the bylaws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Association or if mailed by prepaid ordinary or air mail addressed to him at his said address by any means of wire or wireless or any other form of transmitted or recorded communication. The executive director may change the address on the Association's books of any member, director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

9.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors

The omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice, not affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.



#### 9.04 Waiver of Notice

Any member (or his duly appointed proxy), director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the bylaws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

#### 9.05 Records and Equipment

The Corporation shall be the sole proprietor of all funds, books, records, reports, statements, equipment and other paraphernalia belonging to the Corporation, which property shall not be copied, transferred or otherwise disposed of in whole or in part without the consent of the Board of Directors.

### ARTICLE TEN

#### AUDITORS

10.01 The Board of Directors shall appoint an Auditor to prepare an annual financial statement for submission to the membership at the Annual General Meeting.

### ARTICLE ELEVEN

#### RULES OF PROCEDURE

11.01 All meetings of the Association, board or any committee shall be conducted in accordance with the Parliamentary Procedure as outlined by "Robert's Rules of Order" insofar as applicable and not inconsistent with the letters patent and these bylaws.

### ARTICLE TWELVE

#### AMENDMENTS TO BYLAWS

12.01 This bylaw may be amended by the board of directors and any such amendment shall be effective only until the next annual meeting of the members unless confirmed thereat, and in default of confirmation thereat, ceases to have effect at and from that time.

ARTICLE THIRTEEN

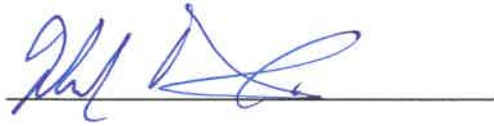
EFFECTIVE DATE

13.01 Effective Date

This bylaw shall come into force when confirmed by the members in accordance with the Act.

PASSED by all the directors and sealed with the corporate seal

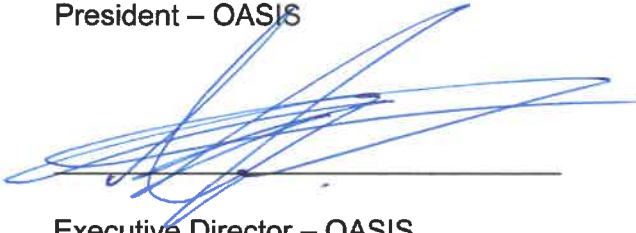
the 24 day of November, 2018.



President – OASIS



Vice President – OASIS



Executive Director – OASIS



Treasurer – OASIS