



CANADIAN PROCESS CONTROL ASSOCIATION BY-LAWS

1. **Name:**

The name of the Association shall be the:
Canadian Process Control Association

2. **Objectives:**

Its objective shall be:

- a) To foster and promote, as an industry, those Canadian companies engaged in sales or distribution of process measurement and control products, systems or services.
- b) To foster and promote, as an industry, those Canadian companies engaged in sales or distribution of process measurement and control products, systems or services.
- c) To make representations to government and other public and private bodies on issues of common concern to the industry.
- d) To obtain and distribute information to the member companies, with respect to governmental or other action affecting the industry.
- e) To collect, assemble and distribute technical and statistical data to contributing members on a confidential basis.
- f) To promote professional and ethical behaviour and quality standards. In addition, the Association does not condone the active solicitation or targeting of employees from other member companies at CPCA events with a view to hiring them.
- g) To promote friendly interchange among members, and in all reasonable, lawful and proper ways to promote the best interests of the industry.
- h) To promote Executive Education.
- i) To promote, encourage and support students and academic institutions.
- j) To sponsor, affiliate, partner, associate or otherwise endorse any Trade or Industry Show if it is in the best interests of the Association to do so.

3. **Membership:**

- a) Membership in the Association shall be open to any company, corporation, firm or partnership which, in the opinion of the Board of Directors, has as its principal business the supply of process control products and/or services in Canada or any region thereof.
- b) A non-industry/associate membership is open to the following organizations: Trade Publications, Certification Bodies, Start-Up Companies and Technical Colleges. The terms and fees associated with category is deferred to the Membership Committee to recommendation.

- c) New members must be approved by the Board of Directors and ultimately by the membership at the next meeting.
- d) The term “member” herein refers to a member company. Each member company may have several representatives actively involved in the Association.
- e) All industry members of the Association are required to submit the following statistical data. To maintain member in good standing status within the Association these reports are to be submitted by the requested dates to the Independent Association Manager. Templates for the reports will be provided by the Association Manager. Failure to submit these reports may result in suspension or termination of membership.
 - i. Monthly booking reports are required three weeks after the end of each calendar month.
 - ii. Annual Product report is required by the end of February for each year.

4. Directors, Officers and Committees:

- a) The Association shall have a President, a Vice-President, Treasurer and a Manager,
- b) There shall be a Board of Directors, consisting of no fewer than four and no more than ten members, in addition to the President and Vice-President and the Immediate Past President, who shall be Director Ex-officio. Up to two Directors may be selected from outside of the CPCA member companies. The Board of Directors shall retain at its discretion the ability to set the number of directors of the Association, subject to ratification by the membership at a general meeting. The affairs of the Association shall be administered by the Board.
- c) The President, Vice-President and the Board of Directors shall be elected by the members of the Association at a General Meeting for a two-year term.
- d) No company shall be represented by more than one person on the Board of Directors. The same person may not hold either the Presidency or the Vice-Presidency for more than two consecutive years.
- e) The Manager shall be an independent paid firm, hired by the board, on an annual contract, and subject to termination and replacement at the discretion of the board. The Manager shall be required to maintain back-ups of all Association records including historical statistical data on a cloud-based storage site assigned by the Board of Directors and shall provide access to a designated Independent 3rd Party Fiduciary. In the event that the Manager is replaced, the Fiduciary shall arrange for the transfer of the Association’s records to the new Manager. The transfer shall only take place after the Fiduciary has received notification from 3 of the Board members serving as either President, Vice-President, Treasurer or Past President.
- f) Any vacancy on the Board of Directors may be filled by the Board, who shall appoint a new director to serve until the next Annual Meeting. The Board may also remove any director for any reason it feels appropriate.
- g) The Board of Directors shall establish a set of Standing Committees in order to achieve the general objectives of the Association. The Board of Directors will set forth a charter for each of the committees and call upon the committees for reports at the meetings of the Board of Directors and of the membership. The Standing Committees of the Association are:

Membership
Academic Liaison
Industrial Relations
Statistics
Marketing / Website
Regional Chapter

The Board of Directors may, from time to time, create or abolish Standing Committees of the Association.

- h) For voting purposes, in the event of a tie, the deciding vote shall be cast by the CPCA President.

5. Nominations and Elections:

- a) Not less than four weeks before the date fixed for a General Meeting, notice thereof shall be sent to each member of the Association, and such notice shall contain a list of the offices for which nominations will be received.
- b) The period during which nominations may be received by the Manager shall be the two weeks following the date of the notice asking for nominations. Nominations shall be in writing and shall carry with them the consent of the person nominated.
- c) Any representative of an active member in good standing shall be eligible for office and may be nominated for any position.
- d) The Manager shall prepare the Nomination Report, which shall be submitted at a General Meeting of the Association. The Report shall contain the names of those nominated in accordance with sub-sections (b) and (c).

6. **Fees:** The Board of Directors shall determine, subject to approval by the membership, the fees to be paid by members to cover the expenses of the Association incurred by its operations.

7. **Fiscal Year:** The Fiscal Year of the Association shall end on December 31.

8. **Funds:** The Association funds shall be held in trust and administered by the Manager. Signing authority for cheques shall be the Manager and either the President or Vice-President of the Association. A credit card can be used by the Manager with online access to billing incidentals by the President and Vic-President.

9. Meetings:

- a) The Annual Meeting of the Association shall be called by the President or Vice-President and it shall be held at such time and place as the Board of Directors may determine, on at least four weeks prior notice, to each member of the Association.
- b) The President must call a Special General Meeting of the Association at the written request of three members within five days of the receipt of such request. A notice of a Special General Meeting shall be sent to each member at least 7 days prior to the meeting by facsimile, mail or receipted e-mail, and shall state the purpose for the meeting.
- c) Meetings of members of the Association, other than the Annual Meeting or a Special General Meeting, may be called by the Board of Directors, the President or Vice-

President on at least seven days prior notice by facsimile, mail or receipted e-mail, to each member of the Association.

- d) Board of Directors meetings shall be held at the call of the President on at least seven days' prior notice by facsimile, mail or receipted e-mail, to each Director.
- e) In an emergency, meetings referred to in Sections 9 (b), (c), and (d) above may be called on forty-eight hours notice by facsimile, mail or receipted e-mail.
- f) At all meetings each member company shall have only one vote.
- g) All transactions at meetings of the Board of Directors and of the Membership shall be governed by Roberts Rules of Order.

10. Quorum:

- a) At all general meetings of the Association, twenty-five percent of all member companies entitled to vote shall constitute a quorum.
- b) At all meetings of the Board of Directors, fifty percent (50%) or more of the Board of Directors entitled to vote shall constitute a quorum. Members of the board of directors attending via teleconference are to be included in the calculation of the quorum.

11. Amendments / Review of the By-Laws:

The By-Laws of the Association may be amended by a majority vote of the members of (members or Board Members?) the Association present at any General Meeting or Special Meeting called for the purpose. The By-Laws shall be reviewed and modified if required, within 5 years or less of the last revision date, at the direction of the President.

12. Indemnification:

Every Director, Respective Employer and Officer of the Association 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 by the Association from and against:

- a) all costs, charges and expenses which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect or any act, deed, matter of 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 cost, 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 negligent default;
- c) The Association shall have insurance to further protect such Directors and Officers.
- d) Every CPCA meeting shall open with a statement regarding Anti-Trust Law.

Revised January 16, 1973
Revised September 11, 1986
Revised February 18, 1987
Revised September 13, 1990
Revised February 12, 1997
Revised September 18, 1998

Revised September 17, 1999
Revised August 19, 2000
Revised April 14, 2001
Revised September 15, 2003
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Revised April 11, 2005

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