



BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the **ONTARIO ONSITE WASTEWATER ASSOCIATION** (the "Association")

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

1. Head Office

The head office of the Association shall be in the Province of Ontario at such place therein as the Board (as defined) may determine from time to time by resolution.

2. Seal

The corporate seal of the Association shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Association for its use and safekeeping.

3. Directors

Section 3.01 Board of directors.

The affairs of the Association shall be managed by a board of directors (the "Board") of fifteen (15) directors, who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the by-laws or any resolution of the Association or by statute expressly directed or required to be done by the Association at a meeting of members.

Section 3.02 Qualification of directors.

Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten (10) days thereafter and throughout the term of their office, be voting members of the Association. Directors shall declare potential conflicts of interest with respect to being agents, consultants, advisors to individuals or companies if not otherwise obvious.

Section 3.03 Election of directors and term of office.

- (a) The applicants for incorporation shall be the first directors of the Association whose term of office on the Board shall continue until their successors are elected or appointed.
- (b) The directors' term of office (subject to the provisions, if any, of the letters patent or any supplementary letters patent issued to the Association) shall be from the date of the meeting at which they are elected or appointed or until their successors shall have been duly elected or appointed whichever comes first.
- (c) Directors shall be elected by the members in a general meeting by a poll and such election shall be by ballot submitted in the prescribed format before the end of the meeting. Subject to the provisions of this by-law, directors shall be eligible for re-election. Directors shall be elected for a term of 3 years and may be re-elected without limit.
- (d) Each year 5 positions will be re-elected subject to the provisions of the by-laws
- (e) From time to time in the event of any vacancy however caused occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the members of the Association if they shall see fit to do so; otherwise such vacancy may be filled at the next meeting of members; and any director appointed or elected to fill any such vacancy shall hold office for the un-expired term of the director who ceased to be a director and who caused such vacancy.

Section 3.04 Vacation of office.

A person ceases to be a director of the Association:

- (i) if he or she becomes a bankrupt or is declared insolvent;*
- (ii) if he or she is found by a court to be mentally incompetent or of unsound mind;*

- (iii) if by notice in writing to the Secretary of the Association he or she resigns his or her office;*
- (iv) if he or she ceases to be a member of the Association;*
- (v) acts in a manner that is inappropriate or harmful to the reputation of the association;*
or
- (vi) is convicted of a criminal offence*
- (vii) fails to attend a minimum number of meetings as scheduled*
- (viii) dies.*

Section 3.05 Removal of directors.

At the Board's discretion the directors of the Association may, by resolution remove any director before the expiration of his or her term of office and may, by majority of the votes cast at a Board of Directors meeting, elect any member in his or her stead for the remainder of his or her term.

Section 3.06 Remuneration of directors.

The directors of the Association shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of the director's duties.

4. Meetings of Directors

Section 4.01 Place of meeting and notice.

- (a) Meetings of the Board may be held either at the head office of the Association or at any place within Ontario. A meeting of the Board may be convened by the Chair of the Board, the President or any two directors at any time and the Secretary by

direction of the Chair of the Board, the President or any two directors shall convene a meeting of directors.

- (b) Notice of any meeting of the Board shall be delivered or mailed or sent by fax or email or otherwise communicated to each director not less than thirty (30) days if mailed and not less than two days if delivered, sent by fax or email or otherwise communicated (exclusive of the day on which the notice is delivered or mailed or sent by fax or email or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.
- (c) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of 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 need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.
- (d) The Board of Directors shall meet a minimum of 6 times per year but not limited to 6 times per year.

Section 4.02 Chair.

The President shall perform the duties of Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and of the members. In the absence of the Chair of the Board at a meeting of the Board, the directors present shall choose one of the members present to be Chair of the meeting.

Section 4.03 Quorum.

A quorum at any meeting of the Board shall be the presence in person or by teleconference of at least two-fifths of the directors.



Section 4.04 Voting.

- (a) Questions and motions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.
- (b) At any meeting unless a poll is demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (c) In the event of time sensitive matters Board of Directors may present a motion, and vote, via email.

5. Officers

Section 5.01 Officers.

The Board shall every two year period elect a President, a Vice-President, a Secretary, and a Treasurer, who shall all be members of the Board and shall have served a minimum of one (1) year as a director of the Association.

President: The President's term shall be for a two (2) year period.

Vice President: The Vice President's term shall be for a two (2) year period.

Secretary & Treasurer: The offices of Secretary and Treasurer shall be for a two (2) year period and may, in the discretion of the Board, be held by the same person who may but need not be known as the Secretary-Treasurer.

The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

The Vice-President and President need not be re-elected to the Board of Directors if they are in their term of office at the time when re-election to the Board of Directors may be required. Their term will automatically be extended.

Section 5.02 Remuneration and removal of officers.

The directors may fix the remuneration (if any) to be paid to officers of the Association. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause.

Section 5.03 Delegation of duties of officers.

In the case of absence or inability to act of the President, a Vice-President or any other officer of the Association or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

Section 5.04 President.

- (a) The President shall sign such contracts, documents or instruments in writing as require his or her signature. The president shall be the chief administrative office of the Association and shall be responsible to the Board for the coordination of all affairs of the Association. In all matters affecting the Association, the President shall be deemed to be an agent of the Association acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
- (b) In addition to any other authority or duties conferred by direction of the Board, the President shall exercise general and active supervision over:
 - (i) *The selection, employment, supervision and discharge of all employees, subject to ratification of same by the Board;*
 - (ii) *the formation of a special ad hoc committee, from year to year, comprised of the President and two other officers of the Association, for the establishment of salaries and any other administrative matters affecting the establishment and maintenance of the head office of the Association and the personnel employed therein;*



- (iii) the preparation and submission of such reports and statements as the Board may from time to time direct be prepared and submitted to the Board, to any director or officer of the Association, or to any meeting of the members of the Association;*
- (iv) the preparation of the annual budget for the Association, showing expected revenues and expenditures; and*
- (v) the safe-keeping and good state of repair of all physical properties of the Association.*
- (vi) No person may hold the office of President for more than two (2) successive terms.*

Section 5.05 Past President.

The Past President shall act in an advisory capacity to the Board of Directors and the Executive Committee for one (1) year, and shall serve as a member of the Executive Committee, but shall not be entitled to vote at meetings of the Executive Committee. When transitioning from president to past president the board member shall not be required to run for re-election to the board.

Section 5.06 Vice-President.

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President shall sign such contracts, documents or instruments in writing as require his, her or their signatures and shall have such other powers and duties as may from time to time be assigned to him, her or them by the Board.

Section 5.07 Secretary.

The Secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Association and the documents and registers referred to in the Corporations Act, R.S.O. 1990 c.c. 38. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall



have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

Section 5.08 Treasurer.

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Association to receive any indemnity thereby provided.

Section 5.09 Vacancies.

If the office of the President, Vice-President, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

6. Committees

Section 6.01 Executive Committee.

The Board shall appoint an Executive Committee comprised of the President, Past President, Vice-President, Secretary, and Treasurer. The Executive Committee shall exercise such powers as are authorized by the Board. The President shall act as Chairman of the Executive Committee. The Past President shall be an ex officio member of the Executive Committee, and shall not be entitled to vote at meetings of the Executive Committee. All other members of the Executive Committee shall be entitled to one vote, and in the event of an equality of votes, the Chairman shall cast a second and deciding vote.

Section 6.02 Special Committees.

The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Association and shall prescribe the duties of any such committees. The Chair of each such committee shall be a member of the Association and each committee shall include a minimum of one (1) director as a member. Each member of a committee shall be entitled to one vote at committee meetings, and in the event of an equality of votes, the committee Chair shall cast a second and deciding vote.

7. Indemnities to Directors, Officers and Others

Every director or officer of the Association or any other person who has undertaken or is about to undertake any liability on behalf of the Association and his or her 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 the Association, from and against:

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

8. For the Protection of Directors and Officers

- (a) No director or officer for the time being 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 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 or for or on behalf of the Association or for the insufficiency or deficiency of

any security in or upon which any of the monies of or belonging to the Association 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 company with whom or 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 of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.

- (b) The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his being a director or officer of the Association, shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.
- (c) The Association shall carry director's liability insurance to be renewed every year.

9. Membership

Section 9.01 Qualification

The members of the Association shall be those persons who are from time to time enrolled as members of the Association at its head office. There shall be maintained at the head office of the Association, a list of members in good standing enrolled at such office. Save as otherwise expressly herein provided, the fee for membership in the Association, for each class of member (as hereinafter provided for), shall be such sum per annum as may be fixed from time to time by the Board.



Section 9.02 Classes of Membership.

There shall be three classes of membership in the Association, namely:

- (a) Voting Members
- (b) Student Members
- (c) Honorary Members

Section 9.03 Voting Members.

Voting members shall be those individuals or designated individuals of companies, corporations, partnerships, sole proprietorships and unincorporated associations who have filed an application for such membership with the Association and who have been appointed as Voting members by the Board. Voting members consist of full and associate members.

Section 9.04 Student Members

Student members shall receive the same benefits of OOWA members but will not have voting rights at meetings.

Section 9.05 Honorary members

Honorary members shall be those individuals selected by the board and upon their acceptance be deemed honorary members, but will not have voting rights at meetings.

Section 9.06 Termination of Membership.

The membership of any member shall be automatically terminated if such member fails to pay any fee within sixty (60) days after it is due. Such termination of membership shall not prejudice the member's right to apply for re-admission. The Board may, by a resolution passed by a majority vote, terminate any membership for just cause, including to but not limiting to a breach of the code of ethics, provided, however, that the membership of any director of the Association shall not be terminated unless such director has first been removed as a director of the Association pursuant to Section 3.05 of this Bylaw.



Section 9.07 Resignation.

Any member of the Association may resign as a member of the Association by letter addressed to the Secretary of the Association at the head office of the Association.

The Board may, by resolution passed by a majority vote, request any member to resign.

Section 9.08 Reinstatement.

Any person who has resigned as a member or whose membership has been terminated under Section 9.06 of this By-law may re-apply for membership in the Association, after a review by the board and a passing resolution for re-instatement.

10. Meetings of Members

Section 10.01 Annual meetings.

The Association shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at a location in Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Association for the previous year, a financial statement of the Association, the auditor's report, a budget covering the activities of the Corporation for the ensuing year, and such other information or reports relating to the Association's affairs as the directors may determine.

Section 10.02 General Meetings.

Other meetings of the members (to be known as "general meetings") may be convened by order of the Chair of Board, the President or by the Board to be held at any date and time and at any place within Ontario. In addition, the Chair of the Board or, failing him or her, the President shall call a general meeting of the members upon receipt of a written requisition to do so of not less than fifteen percent (15%) of the members entitled to vote at such meeting.



Section 10.03 Notice.

A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each member of such meeting and to the auditor of the Association by electronic mail or through the post in a prepaid wrapper or letter not less than ten days nor more than thirty (30) days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Association, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Association.

Section 10.04 Omission of Notice.

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

Section 10.05 Contents of Notice.

Notice of any meeting of members shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.

Section 10.06 Chair.

In the absence of the Chair of the Board, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair the members present shall choose one of their number to be Chair of the meeting.

Section 10.07 Voting.

- (a) Any question must be submitted in writing 24 hours before the meeting.
- (b) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In case of an equality of votes, the Chair of the meeting shall, both on a show of hands and on a poll, have a second or casting vote. Each member shall be entitled to one vote if present at a meeting in person or by proxy.
- (c) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- (d) At any meeting of members, a member shall be entitled to submit an electronic ballot, subject to any restrictions expressed in the instrument allowing such ballot, the same voting rights him or her would be entitled to exercise if present at the meeting. An electronic ballot must be submitted by a member of the Association. Electronic ballots must indicate the members name, OOWA membership number and be submitted via the member's documented electronic mail address in order to be accepted by the electoral official.

Section 10.08 Polls.

If at any meeting a poll is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.



Section 10.09 Adjournments.

The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 10.10 Quorum.

A quorum for the transaction of business at any meeting of members shall consist of not less than thirty-five percent (35%) of members present in person or by teleconference; provided that in no case can any meeting be held unless there are two members present in person or by teleconference.

11. Enactment, Repeal and Amendment of By-laws

- (a) By-laws of the Association may be enacted, and the by-laws of the Association repealed or amended, by by-law enacted by a two-thirds (2/3) majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a two-thirds (2/3) majority of the members at a meeting of members duly called for the purpose of considering such by-law.
- (b) A copy of any by-law to be sanctioned at an annual or general meeting of members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Association with the notice of such meeting.

12. Auditors

The members shall at each annual meeting appoint an auditor to audit the accounts of the Association to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.



13. Notices

Section 13.01 Service.

Any notice to be given to any member or director or auditor shall be served either personally, or by sending it through the mail in a prepaid envelope or wrapper, or by electronic email addressed to such member, director or auditor at his or her address as the same appears in the books of the Association or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Association. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.

Section 13.02 Signatures to Notices.

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

Section 13.03 Computation of time.

Where a given number of days/ notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

Section 13.04 Proof of service.

A certificate of the President, Vice-President, the Secretary or the Treasurer or of any other officer of the Association in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall provide proof of service of such document(s) in a form that is acceptable to the President, Vice President, the Secretary, or the Treasurer, or of any other officer of the Association.

14. Cheques, Drafts , Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board may from time to time designate by resolution.

15. Execution of Contracts, etc.

- (a) Contracts, documents or instruments in writing requiring the signature of the Association may be signed:
- (i) by any two persons, each of whom is the Chair, the President, a Vice-President or the Secretary of the Association, or*
 - (ii) by any two directors of the Association, and all contracts, documents or instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any 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.*
- (b) The corporate seal of the Association may when required be affixed to contracts, documents or instruments in writing signed as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.
- (c) The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- (d) In particular, without limited the generality of the foregoing:

- (i) any two persons, each of whom is the Chair, the President, a Vice-President or the Secretary of the Association, or
- (ii) any two directors of the Association, are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute (under the corporate seal of the Association or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

16. Financial Year

The financial year end of the Association shall be December 31st in each year, and the Board may from time to time by resolution change the financial year end of the Association.

17. Interpretation

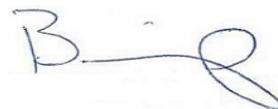
In all by-laws and special resolutions of the Association, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any bylaw or any special resolution of the Association to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED THE 15th day of November, 2001

AMENDED April 15, 2018 at annual general meeting



[President]



[Secretary]