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THE CERTIFIED TECHNICIANS AND TECHNOLOGISTS ASSOCIATION OF MANITOBA

BY-LAW

Last Amended
October 3, 2026

CERTIFIED TECHNICIANS AND TECHNOLOGISTS ASSOCIATION OF MANITOBA

BY-LAW

PART 1 - PREAMBLE

Former By-laws

1.1 As of the coming into force of this By-law, all former by-laws of the Association are hereby repealed and this By-law is enacted in their place and stead, except as expressly stated herein.

Former Policies and Practices

1.2 Such repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of this By- law and all resolutions of the Members or the Board with continuing effect passed under any repealed by- law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

The Act

1.1 The provisions of this By-law are intended to be in accordance with the provisions of The Applied Science Technologists Act of the Province of Manitoba, referred to as *chapter C45.1 of the Continuing Consolidation of the Statutes of Manitoba*.

PART 2 - INTERPRETATION

Interpretations

2.2 In the By-laws of the Association, the singular shall include the plural and the plural the singular; the masculine shall include the feminine. In the event of any dispute arising as to the true intent or meaning of any present or future By-laws, the Interpretation thereof of the Board shall be final and conclusive.

PART 3 - MEMBERSHIP

Admissions

Eligibility

3.1 Candidates for membership shall be Canadian citizens, permanent residents of Canada or individuals who hold or are actively pursuing a Canadian work permit.

Application

3.2 All applicants for membership in the Association shall submit to the Registrar an application, together with such fees as may be prescribed. Applications shall be accepted or denied in accordance with the admission policies determined by the Board.

Classification

3.3 Candidates shall not be eligible for admission to the Association until they have been awarded a classification by the Certification Board. Approved classifications are as follows:

i. Certified Engineering Technologist
ii. Certified Engineering Technician
iii. Certified Applied Science Technologist
iv. Certified Applied Science Technician
v. Associate
vi. Technical Specialist
vii. Intern
viii. Student

Election by Board

3.4 Candidates awarded a classification by the Certification Board shall be considered by the Board of Directors and may be elected to Membership by the Board.

Compliance by Members

3.5 All Members, Associates, Technical Specialists and Interns shall comply with the provisions of the Act and this By-law and all amendments thereto, with such regulations as may be made thereunder from time to time by the Board and shall adhere to the Code of Ethics of the Association.

Membership

Practicing

Member

3.6 An applicant for membership who meets the requirements of Article 19(1) of the Act and such other rules, qualifications and criteria as may be prescribed by this By-law or by the Certification Board and approved by the Board shall be entitled to become a Member of the association and to have his or her name entered in the register of the Association that the Board deems appropriate.

Associate and Student Associate

3.7 Applicants for membership who do not meet the requirements of Article 19(1) of the Act and such other rules, qualifications and criteria as may be prescribed by this By-law or by the Certification Board and approved by the Board shall be entitled to become an Associate or Student Associate of the Association as the case may be and to have his or her name entered into the Temporary Register or the part of the Register that the Board deems appropriate. Associate and Student Associate may not hold office, vote or use the letters "C.E.T., A.Sc.T" or "C.Tech" or any other classifications that may be added by the Board in agreement with National Policy.

Technical Specialist

3.8 Applicants for membership who do not meet the requirements of Article 19(1) of the Act and such other rules, qualifications and criteria as may be prescribed by this By-law or by the Certification Board and approved by the Board shall be entitled to become a Technical Specialist of the Association as the case may be and to have his or her name entered in the Technical Specialist Register. Technical Specialists may not hold office, vote or use the letters "C.E.T." or "C.Tech" or any other classifications that may be added by the Board other than those added by the Board and deemed specific for Technical

Intern

3.9 Applicants for membership who do not meet the requirements of Article 19(1) of the Act and such other rules, qualifications and criteria as may be prescribed by this By-law or by the Certification Board and approved by the Board shall be entitled to become an Associate of the Association as the case may be and to have his or her name entered in the Intern Register. Interns may hold office. Interns may not use the letters "C.E.T., A.Sc.T", or "C.Tech,". Interns may use Graduate Technician or Graduate Technologist or other classifications that may be added by the Board.

Charter Members

3.10 All persons who became full Members before the first Annual General Meeting held on February 12th, 1966 shall be known and designated as "Charter Members".

Honorary Member

3.11 Individuals who are not Members of the Association who have rendered distinguished service to this Association or to Engineering Technology shall, with the unanimous approval of the entire Board, be known as "Honourary Members". Such membership shall be for the lifetime of the Member, and shall be without fees or dues. Honourary Members may not hold office or vote.

Life Member

3.12 A "Life Member" is a Member who is recognized by unanimous decision of the entire Board to have made an exceptional contribution to the Association. Such membership shall be for the lifetime of the Member and shall be without fees or dues.

Retired Member

3.13 A Member, who has retired and ceased to practice, may apply to the Board for "Retired Member" status.

Retired Life Member

3.14 A Member, who has retired and ceased to practice and has maintained membership for a minimum of (30) thirty years may apply to the Board for "Retired Life Member" status. Such membership shall be for the lifetime of the Member and shall be without fees or dues.

Non-Resident Member

3.15 A Member who has left the Province of Manitoba, and is a Member in good standing of another Provincial Member Organization regulating engineering or applied science technicians or technologists, or who is residing outside of Canada, may apply to the Board for "Non-resident Member" status.

Dual Rate Member

3.16 A Member in good standing of a Provincial Member Organization regulating engineering or applied science technicians or technologists may be granted temporary membership for the purpose of using an appropriate designation while in Manitoba. Such temporary membership shall be limited to a period of six months and such Members shall not be entitled to hold office or vote at any meetings of the Association.

Member on Leave

3.17.1 Any Member or Associate may become a Member on leave by undertaking in writing, on the form prescribed by the Board, that he or she will not practise applied science or engineering technology while on leave. Any Member granted leave shall make payment of reduced dues as determined by the Board.

3.17.2 A Member or associate on leave shall have the rights and responsibilities of a Certified Member or Associate

3.17.3 A Member or Associate on leave shall be reinstated upon giving written notice to the Registrar and making payment of annual dues, prorated for any partial year.

Voting

3.18 Only Members in good standing as defined above shall be entitled to vote on each question arising at any meeting of the Members, including Special or Annual General meetings.

Membership Withdrawal

3.19 A Member, Associate or Student Associate may withdraw from the Association by delivering to the Association written notice to that effect.

Removal of Membership

3.20 A Member, Associate or Student Associate may be removed from any register of the Association and membership in the Association and required to surrender his or her certificate and validation seals in accordance with Sections 15 and 17 of the Act.

Reinstatement

3.21 Any former Member or Associate who wishes to be reinstated may be reinstated on such terms as the Board may determine.

PART 4 - BOARD OF DIRECTORS

Management of Association

4.1 The affairs of the Association shall be managed by the Board of Directors and they may exercise such powers as prescribed by 7.1 of the Act.

Composition

4.2 The Board of Directors of the Association shall be comprised of eleven (11) Members, seven (7) of whom have been elected by the membership in accordance with these By-laws; together with the President, the Immediate Past-President, one lay person and one Intern.

Removal of Director

4.3 Any Director shall vacate office, ipso facto, if:

i. by notice in writing, the Director resigns their office.
ii. by a resolution approved by an affirmative vote of more than two-thirds of the Members present at a special meeting of the Members.
iii. by approval of a resolution supported by a two-thirds majority of all the members of the Board.
iv. the Director violates the Association's code of ethics.
v. being other than members of the public, Membership with the Association ceases.
vi. the Director becomes bankrupt.
vii. the Director is convicted of any criminal offence.
viii. the Director fails to attend three consecutive meetings of the Board.

4.3.1 The Director so removed may appeal to the next Annual General Meeting.

Term of Office

4.4 Directors shall be elected annually, in accordance with the requirements of this By-law, for a three-year term. The number of terms an elected Director may serve is not limited; however, an elected Director may not serve more than two consecutive complete three-year terms.

Vacancies

4.5 Vacancies on the Board, other than that of President, may be filled by the Board. Such

appointments shall be for the balance of the term; appointments shall be affirmed by the membership at the next Annual General Meeting.

Lay Persons

4.6 The lay person shall be appointed for a three (3) year term of office by the Board. No appointee shall serve more than two (2) consecutive terms**.** In the event the position becomes vacant, then that seat shall be filled by the Board.

Past President

4.7 The Past-President is an automatic appointment filled by the outgoing President. In the event the position is declared vacant, the vacancy shall be filled by the Board by appointing an available Past President for the balance of the term.

Powers of the Board

4.8 The Powers of the Board are as prescribed in section 7(1) of the Act and shall include any other powers necessary for regulating the business or affairs of the Association that are consistent with this By- law and the Act.

PART 5 - OFFICERS

Officers

5.1 The Officers of the Association shall be the President, the President-Elect, the Vice President, the Past President, the Executive Director, the Registrar and such other Officers as the Board may determine from time to time. The position of President shall be a term of two (2) years.

Elections

5.2 Election of Officers shall be held at a meeting of the Board following the Annual General Meeting.

Executive Director

5.3 The Board may, from time to time, appoint an Executive Director, with duties and authorities as assigned by the Board. The Executive Director shall operate within the role and responsibilities established by the Board through its governance manual. The term of office and remuneration of the Executive Director shall be determined by the Board. The performance of the Executive Director shall be evaluated annually in accordance with the governance manual developed by the Board. The office of the Executive Director may be combined with that of the Registrar.

Registrar

5.4 The Executive Director may, from time to time, hire a Registrar as established by the Board through its governance manual. Remuneration of the Registrar will be set by the Executive Director within the global budget for staff salaries set by the Board. The Registrar

shall be responsible for all accreditation, certification and registration procedures. The duties and responsibilities of the Registrar shall include such other rules that the Board may establish not inconsistent with the Act or this By-law. The office of the Registrar may be combined with that of the Executive Director.

PART 6 MEETINGS

Board Meeting Schedule

6.1 The Board shall meet at the call of the President, or on a request in writing to the President signed by not fewer than five (5) Directors. The Board shall meet regularly, and as often as is necessary to fulfil the function of the Association. The Board must meet at least once each quarter of the calendar year.

Failure to Call Meeting

6.2 If the President does not proceed to cause a Board meeting to be held within fourteen (14) days from the date of receipt of a request in writing as provided for in section 6.1, then the five (5) Directors may themselves convene a meeting. Any meeting so convened shall not be held more than two (2) months from the date of the deposit of the request with the President. Any meeting convened by the five
(5) directors under the provisions of this section shall be convened in the same manner, as nearly as possible, as that in which regular meetings are ordinarily convened.

Notice of Meeting

6.3 The time and place of Board meetings shall be set by the President, or by the Directors who call the meeting under section 7.4.3, and notice of the meeting shall be given to all Directors at least seven (7) days prior to the meeting. Notwithstanding this requirement, a meeting of the Board may be held on shorter notice if six (6) Directors are present and waive notice of the calling of the meeting.

Quorum

6.4 A Quorum of the Board shall be six (6) Directors. Approval and disapproval shall be by a simple majority of those Directors present unless otherwise stated in these By-laws. The Chair shall only cast a vote to break a tie vote.

PART 7 – ELECTION OF DIRECTORS

Nominating Committee

7.1 A Nominating Committee shall be appointed by the Membership at the Annual General Meeting to serve for the ensuing year. The Committee shall consist of not less than five (5) Members, chaired by the serving Past President. The Board shall fill any vacancies that may occur in this Nominating Committee.

List of Nominees

7.2 Not less than eighty-five (85) days prior to the Annual General Meeting, the Nominating

Committee shall submit to the Executive Director a list of nominees for the Board, which shall include sufficient nominees for vacancies to be filled. Not less than seventy-five (75) days prior to the Annual General Meeting, the Executive Director shall have posted at the Head Office of the Association the list of nominations as made by the Nominating Committee.

Additional Nominations

7.3 Additional nominations may be made in writing by any twenty-five (25) Members. Such nominations shall reach the Executive Director properly endorsed not later than forty-five (45) days prior to the Annual General Meeting.

Consent

7.4 Nominations made by the Nominating Committee or by Members must be accompanied by the written consent of the nominee.

Letter Ballot

7.5 Elections, when required, shall be conducted by letter ballot. The names of all nominees shall be placed on the ballot form. The number of Directors to be elected, and the method of marking ballots, shall be made clear on the ballot form. Ballot forms shall be mailed to the Members not later than thirty (30) days prior to the Annual General Meeting.

Entitlement to Vote

7.6 Each Member is entitled to vote for as many candidates as there are vacancies to be filled or for a lesser number. Ballots must be returned to the office of the Association, addressed to the Executive Director.

Poll Closing

7.7 The poll shall close at 4 p.m. the last working day of the week prior to, but no less than seven days prior to the Annual General Meeting, and no ballots received after that time shall be considered.

Late Ballots

7.8 All late ballots shall be dated, unopened and stored separately from other ballots.

Ballot Counting Committee

7.9 At least fourteen (14) days before the poll closes, the President shall appoint at least six (6) Members to act as a ballot counting committee, one (1) of whom shall act as the Chair. In addition, each nominee whose name appears on the ballot form may appoint one (1) Member to attend as an observer at the ballot counting. A quorum of the Ballot Counting Committee shall be five (5) Members. Meeting of the Ballot Counting Committee.

7.10 The Ballot Counting Committee shall meet at the call of the Chair, after the poll closes and prior to the day of the Annual General Meeting and shall receive the unopened ballots

from the Executive Director. The members of the committee shall then open, count and record the votes cast for each nominee.

Irregularities

7.11 In the event that any irregularity is observed in the ballot counting, such irregularity shall immediately be brought to the attention of the Chair of the Ballot Counting Committee. The Chair shall examine the complaint and decide its disposition. The details of the alleged irregularity, together with the Chair's decision shall be recorded in the committee's minutes.

Election

7.12 The two (2) persons who receive the highest number of votes for the office of Director shall be elected as Directors for a term of three (3) years. If there is any other Director vacancy on the Board to be filled the person or persons receiving the next highest number of votes shall be elected to fill such vacancy.

Announcement

7.13 The results of the poll, which shall not be otherwise disclosed, shall be handed in a sealed envelope to the Chair of the Annual General Meeting together with the ballots and the tally sheets in a separate sealed package. At the Annual General Meeting the Chair shall open the envelope and announce the results of the poll.

Tie Vote

7.14 In the case of a tie in the votes for any office or position the Chair of the meeting will cast a deciding vote.

Recount

7.15 Any objection to the poll as announced will be valid only if made immediately after the results have been made known, and a proper request for a recount will then be in order. If such a request is supported by a simple majority of the Members present at the Annual General Meeting, the Chair shall appoint a ballot recounting committee of eight (8) Members who shall forthwith recount all the ballots. Nominees may be present or represented at such a recount.

Recount Binding

7.16 Upon completion of the recount the results shall be communicated in writing to the Chair who shall announce them immediately to the Annual General Meeting. Such recount shall be final and binding.

Ballots Destroyed

7.17 Following the announcement of the results of the poll, or of the recount as the case may be, the ballots, tally sheets and the unopened late ballots shall be destroyed.

BOARDS AND COMMITTEES

PART 8 - EXECUTIVE COMMITTEE OF THE BOARD

Composition

8.1 There shall be an Executive Committee established in accordance with section 11 of the Act. Members of the Executive Committee shall consist of the President, the President-Elect, the Vice President and such other Officers and Directors as the Board may appoint from time to time. The duration of the appointment of such other appointments shall be at the pleasure of the Board. The duties, responsibilities and procedures of the Executive Committee shall be in accordance with section 11 of the Act and such other rules that the Board may establish.

PART 9 – CERTIFICATION BOARD

Appointments

9.1 A Certification Board shall be appointed by the Board of Directors in accordance with section 19(2) of the Act. The Certification Board shall consist of not less than eight (8) Members of the Association. The Board of Directors may make not more than two (2) additional appointments to the Certification Board of persons who are not members of the Association.

Composition

9.2 The Certification Board should represent a distribution among disciplines.

Term

9.3 Such appointments shall be for a renewable term of three (3) years. At the request of a majority of the members of the Certification Board, such appointments may be rescinded by the Board of Directors.

Registrar

9.4 The Registrar of the Association shall attend all meetings as the executor of the Certification Board's business, and shall report to the Board of Directors.

Chair

9.5 The Chair of the Certification Board shall be appointed by the Board on recommendation from the Certification Board for a renewable term of two (2) years.

Meetings

9.6 All Certification Board meetings shall be at the call of the Chair of the Certification Board, and as frequently as is required to fulfil its obligations.

Quorum and Voting

9.7 All proceedings shall be decided by a simple majority of the quorum present. The quorum shall be more than fifty per cent (50%) of all the members of the Certification Board. To break a tie vote, the Chair shall cast a deciding vote.

Recording of Proceedings

9.7.1 These proceedings shall be recorded in the Minutes book and submitted to the next meeting of the Board of Directors.

Consultants

9.8 The Certification Board may consult with any additional persons who may be required to properly assess the qualifications of an applicant.

Duties and Responsibilities

9.9 The duties of the Certification Board include the requirements of section 19(3) of the Act and such other rules that the Board may establish not inconsistent with the Act or this By-law. The Certification Board shall
maintain detailed documentation of all the requirements and the basis for certification and membership.

Certification Review Board

9.10 The Certification Board shall reconsider all applications and reclassifications as from time to time may be referred to it by the Certification Review Board.

Approval of Board

9.11 The requirements and basis for certification and membership must be approved by the Board of Directors and should be consistent with national academic standards and profiles.

No Refusal to Certify

9.12 No applicant shall be refused a Certification classification on the basis of insufficient academic or experience qualifications, until such time as:

i. the file has been thoroughly reviewed by members of the Certification Board, and a majority
decision reached.
ii. a specific, quantitative reason for the decision is detailed

Such information shall be recorded in the Association's files, and the applicant so informed by the Registrar.

PART 10 – CERTIFICATION REVIEW BOARD

Appointments

10.1 A Certification Review Board shall be appointed by the Board of Directors in accordance

with section 19(2) of the Act and shall consist of not less than five (5) Members of the Association. The Board of Directors may make not more than two (2) additional appointments to the Certification Review Board who are not Members of the Association.

Rescinding of Appointment

10.2 At the request of a majority of the members of the Certification Review Board, such appointments may be rescinded by the Board of Directors.

Composition

10.3 The Certification Review Board should represent the appropriate discipline under review. The member shall not be a member of the Board of Directors or the Certification Board.

Registrar

10.4 The Registrar of the Association shall attend all meetings as the executor of the Certification Review Board's business, and shall report to the Board of Directors.

Chair

10.5 The Chair of the Certification Review Board shall be appointed by the Board on recommendation from the Certification Review Board for a term of two (2) years.

Meetings

10.6 All Certification Review Board meetings shall be at the call of the Chair of the Certification Review Board, and as frequently as is required to fulfil its obligations.

Quorum and Voting

10.7 All proceedings shall be decided by a simple majority of the Certification Review Board. The quorum shall be three (3) Members of the Certification Review Board. To break a tie vote, the Chair shall cast a deciding vote.

Recording of Proceedings

10.8 These proceedings shall be recorded in the Minutes book and submitted to the next meeting of the Board of Directors.

Consultants

10.9 The Certification Review Board may consult with any additional persons who may be required to properly assess the qualifications of an applicant.

Duties and Responsibilities

10.10 The duties of the Certification Review Board shall include the requirements of section 19(4) of the Act and such other duties and responsibilities approved by the Board consistent with the Act and this By- law.

Recommendations

10.11 The Certification Review Board may make recommendations to either or both of the Certification Board.

Powers

10.12 The Certification Review Board has no powers to change a decision of the Certification Board.

PART 11 – COMPLAINTS COMMITTEE

Appointment

11.1 A Complaints Committee shall be appointed by the Association's Board of Directors in accordance with section 29(1) of the Act. The Complaints Committee shall consist of a lay person and not fewer than four (4) Members of the Association who are not Directors or Members of the Discipline Committee. Such appointments shall be for a renewable term of three (3) years.

Rescinding Appointment

11.2 At the request of a majority of the Members of the Complaints Committee, such appointments may be rescinded by the Board of Directors.

Chair

11.3 The Chair of the Complaints Committee shall be appointed by the Board on recommendation from the Complaints Committee for a term of two (2) years.

Meetings

11.4 All Complaints Committee meetings shall be at the call of the Chair of the Complaints Committee, and as frequently as is required to fulfil its obligations.

Quorum and Voting

11.5 All proceedings shall be decided by a simple majority of the Members present. The quorum shall be a minimum of four (4) Members and a lay person. To break a tie vote, the Chair shall cast a deciding vote.

Recording of Proceedings

11.6 These proceedings shall be recorded in the Minutes book and submitted to the next meeting of the Board of Directors.

Consultants

11.7 The Complaints Committee may consult with any additional persons who may be required to properly meet the requirements of the Act.

Duties and Responsibilities

11.8 The duties, responsibilities of the Complaints Committee are prescribed in section 29(5), 29(6), 29(7), 29(8) and 29(9) of the Act. The Board may approve rules for additional duties and responsibilities and for procedures of the Complaints Committee. Such rules shall be consistent with the Act and this By- law.

PART 12 – DISCIPLINE COMMITTEE

Appointment

12.1 A Discipline Committee shall be appointed by the Board of Directors in accordance with section 30 of the Act. Such appointments shall be for a renewable term of three (3) years.

Rescinding Appointment

12.2 At the request of a majority of the Members of the Discipline Committee, such appointments may be rescinded by the Board of Directors.

Chair

12.3 The Chair of the Discipline Committee shall be appointed by the Board on recommendation from the Discipline Committee for a term of two (2) years.

Meetings

12.4 All Discipline Committee meetings shall be at the call of the Chair of the Discipline Committee, and as frequently as is required to fulfil its obligations.

Quorum and Voting

12.5 All proceedings shall be decided by a simple majority of the members present. The quorum shall be a minimum of four (4) Members and two (2) laypersons. To break a tie vote, the Chair shall cast a deciding vote.

Recording of Proceedings

12.6 These proceedings shall be recorded in the Minutes book and submitted to the next meeting of the Board of Directors.

Duties and Responsibilities

12.7 The duties, responsibilities, powers and orders of the Discipline Committee are prescribed in section 30, 31, 32 and 33 of the Act and the Discipline Committee shall:

i. in accordance with the Code of Ethics and subject to the approval of the Board, enforce the standards of ethical competence and behaviour of Members, Associates and Student Associates of the Association;
ii. Provide for investigation of any and all complaints referred to it or of any matter which is considered likely to affect the ethical practice of the Members of the Association, based on the procedures established in the Act and rules of procedure approved by the Board

iii. provide to the Board or to the Members, advice, assistance and interpretation in matters; relating to differences, misunderstandings and alleged breaches of the Code of Ethics.

The Board may approve rules for additional duties and responsibilities and for procedures of the Discipline Committee. Such rules shall be consistent with the Act and this By-law.

PART 13 - APPEALS

Right to Appeal

13.1 Appeals of decisions of the Certification Board, the Certification Review Board, the Complaints Committee and the Discipline Committee are prescribed in Part 7 of the Act.

PART 14 - MEETINGS OF MEMBERS

Annual General Meeting

14.1 The Annual General Meeting of the Association shall be held within fifteen (15) months from the last Annual General Meeting, at such date, time and place within Manitoba as approved by the Board of Directors for the purpose of:

i. Considering and approving the minutes of the previous Annual General Meeting and any Special General Meeting that may have been held since the last Annual General Meeting.
ii. Receiving and considering financial statements for the preceding fiscal year.
iii. Receiving and considering such other reports and statements as required by The Act.
iv. Introducing Officers and Directors.
v. Appointing the Nominating Committee.
vi. Transacting any other business properly brought forth before the meeting.
vii. Appointing of the Auditor.

Notice of Annual General Meeting

14.2 Written notice of the Annual General Meeting shall be delivered to all Members at the mailing address as shown on the Register of the Association, at least fourteen (14) days prior to the date of the meeting. Non-receipt of such notice by any Member shall not invalidate the proceedings or any resolutions passed at the meeting.

Special General Meeting

14.3 A Special General Meeting of the Association may be held when considered necessary by the Board or upon written request to the Executive Director, signed by not fewer than twenty-five (25) Members. Any such request shall set forth the purpose for which the meeting is to be called. Notice of the Special General Meeting shall be given to the membership at least fourteen (14) days prior to the meeting and shall clearly state the intended purpose of the meeting, and no further business shall be transacted.

Quorum

14.4 At any Annual or Special General Meeting, a quorum shall consist of twenty-five (25) voting Members, who must be in attendance. All Members present may cast one vote only to each question put to the meeting.

Chair

14.5 The Annual General Meeting shall be chaired by the President or a Director of the Board.

14.6 A Special General Meeting shall be chaired by a Member appointed by a simple majority of those votes cast by the voting Members present.

Voting

14.7 At any Annual or Special General Meeting, all questions shall be decided by a simple majority of those votes cast by the voting Members present unless otherwise provided for in the Act or this by-law. All voting shall be by a show of hands or by ballot if requested by ten or more Members. In the event of a tied vote, the Chair shall cast a deciding vote.

Rules of Order

14.8 The proceedings of all meetings of the Association shall be recorded, or cause to be recorded, in the Minutes book by the Executive Director. All meetings shall be conducted in accordance with "Robert's Rules of Order".

Electronic Board Meetings

14.9 Board members may participate and vote in board meetings by telephone, electronic, or other means that allow all participants to communicate adequately. A board member participating electronically shall be deemed present at the meeting for all purposes, including quorum. In the event of technical difficulties preventing participation by some members, the meeting shall remain valid provided quorum is maintained. Notice of a meeting held electronically shall include clear instructions for accessing the meeting platform, along with any technical requirements for participation.

Meetings of Members by Electronic Means

14.10

i. Authorization

Meetings of the members, including Annual General Meetings and Special Meetings, may be held by electronic means (including but not limited to videoconferencing platforms such as Microsoft Teams or Zoom), provided that all participants can:

- Communicate adequately with each other during the meeting
- Access all meeting materials in advance or during the meeting
- Vote securely and have their votes recorded

ii. Notice of Meeting

Notice of a meeting held electronically shall include clear instructions for accessing the meeting platform, along with any technical requirements for participation.

iii. Quorum

Members participating electronically shall be deemed present and counted toward quorum.

iv. Voting

Votes cast electronically shall have the same validity as votes cast in person. The Board shall establish procedures to ensure secure and accurate electronic voting.

v. Hybrid Meetings

The Board may choose to hold meetings in a hybrid format, allowing both in-person and electronic participation.

vi. Technical Failures

In the event of technical difficulties preventing participation by some members, the meeting shall remain valid provided quorum is maintained.

PART 15 - GENERAL

Seal

15.1 The Board shall adopt a seal for use of the Association. The said seal shall at all times remain in the custody of the Executive Director or the President, and shall be affixed to documents only by the authority of the Board.

Finance

15.2 Operations of the Association will be financed through an annual assessment of all Members, together with any other income that may accrue to the Association from other sources.

Fees

15.3 The Board shall determine the annual fee to be paid by each category of CTTAM member and may determine any other fees to be paid by CTTAM members for any service provided by CTTAM.

Waiving of Fees

15.4 The Board may, due to extenuating circumstances, waive or defer on an annual review, all or part of a Member's assessment.

Signing Officers

15.5 The signing officers of the Association shall be the Executive Director together with either of two other officers of the Association appointed by the Board of Directors.

Banking

15.6 All moneys received by, or on behalf of the Association, shall be deposited with a Chartered Bank, Trust Company or Credit Union in the name of the Association.

Accounting and Finance

15.7 The Board shall establish policy for the accounting and financial procedures of the Association.

15.8 The Members shall, at each annual meeting, appoint an Auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next Annual General Meeting.

Books and Records

15.9 The Directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

Minutes of Board of Directors

15.10 The minutes of the Board of Directors shall not be available to the general membership of the corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

Remuneration

15.11 No Directors, Officers or Member of any committee, excluding CTTAM employees shall receive any remuneration for duties performed in carrying out their committee functions on behalf of the Association, but may be reimbursed for approved expenses incurred.

Notices

15.12 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of Members or a meeting of the Board of Directors, pursuant to the Corporations Act, the articles, the by-laws or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the Public Accountant shall be sufficiently given:

i. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or

ii. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or

iii. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

iv. if provided in the form of an electronic document in accordance with Part 17 of the Corporations Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as 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 so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Registrar may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the Registrar to be reliable. The declaration by the Registrar that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

Amendments

15.13 Amendments to by-laws shall be in accordance with section 7 of the Act.

PART 16 FOUNDATIONS

General

16.1 The Board has the power to establish Foundations to reflect the Association's responsibility to the public for the betterment of mankind.

Responsibility

16.2 The Board has the responsibility to direct some of its resources to fund such foundations and to solicit contributions from within and beyond the membership of the Association.

Trustees

16.3 The Board shall appoint trustees annually to administer each foundation so created. The trustees will operate independently of the Board but within the rules established from time to time by the Board. Trustees are to be Members of the Association and not Directors of the Association.

*This By-Law was amended and approved at a Special Meeting of the Members on October 3, 2026.