
New Brunswick User Producer Group

The
Bylaws and Articles of Incorporation

Fredericton, NB
February 3, 2004

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Article I: Name, Address and Definitions

Section 1. The name of this organization shall be: "New Brunswick Asphalt User/Producer Group (NBUPG)" The name shall be, whenever appropriate or necessary, be abbreviated as "NBUPG".

Section 2. For the purposes on these Bylaws and Articles of Association the word, "Group" means the New Brunswick Asphalt User/Producer Group.

Section 3. The principal registered office of the Group will be in Fredericton, the County of York in the province of New Brunswick, Canada. The postal address of the Group shall be proposed by the Steering Committee in office and approved by a general meeting by a simple majority voting. The Secretary's address may from time to time if such need arises (as during the transition) be used as a temporary postal address.

Article II: Vision Statement

To provide a vehicle for all the stakeholders in the New Brunswick hot mix asphalt concrete (HMA) industry to exchange information and promote the effective and efficient use of HMA.

Article III: Goal, Objectives and Functions

Section 1. The New Brunswick User Producer Group (NBUPG) is a non-governmental organization, non-political, non-religious and non-profit organization established under the laws of the Province of New Brunswick.

Section 2. The main goal of the Group is to promote and foster effective development, production, design, placement, and re-use of bituminous materials.

Section 3. The specific objectives of the Group are:

- (1) To provide a forum for sharing information.
- (2) To act as an organization for promoting HMA.
- (3) To provide support to all other groups and associations in the HMA industry.
- (4) To liaise with similar groups and associations in other jurisdictions
- (5) Identify available opportunities for advancement of the NBUPG objectives, and work cooperatively to this end.

Section 4. Functions of the Group: In order to achieve the Group's objectives the following functions shall be among the chief functions:

- (1) Prepare programs, meetings and organize Annual Seminars, workshops, or symposiums.
- (2) Promote, create, increase and enhance awareness of best practices in design, production, transportation, handling, placement, construction, operation and all related activities in asphalt concrete and bituminous materials.
- (3) Facilitate the exchange of information among all stakeholders in the New Brunswick HMA industry.

Section 5. The mission statement, goals, objectives and functions of the Group can be amended by a two-thirds (2/3) majority vote in a duly-constituted general meeting .

Article IV: Membership

Section 1. Membership of the Group shall be of two classes, **Active Members** and **Honorary Members**.

Section 2. Active Membership of the Group shall be open to people from Provincial Highway Agencies, Municipalities, Asphalt Suppliers, Contractors, Consultants, and Academia or Research institutions as long as they have an interest or stake on matters affecting the mandate of the Group.

Section 4. Honorary Members: From time to time, the Steering Committee may recommend any person to be conferred Honorary Membership under the provisions of these Articles as follows:

- a. Any person, whether eligible for active membership or otherwise, who has made a significant contribution to the Group or the asphalt industry at large may be elected as an honorary member of this Group.
- b. Honorary members shall not pay participation (e.g., meetings and seminars) fees and shall be entitled to all privileges of membership in the Group with the exception of voting and holding office.

Section 5. The recommendation by the Steering Committee of honorary members of the Group shall be approved by majority vote at a duly-constituted general meeting of the Group.

Section 6. An active member of the Group shall meet all minimum membership requirements as outlined in these bylaws and shall be entitled to all privileges of this Group.

Article V: Steering Committee, Elected Officers and Duties

Section 1. The Steering Committee shall consist of the following:

- 1 Provincial Highway Representative
- 2 Municipalities
- 2 Asphalt Suppliers
- 3 Contractors
- 1 Consultant
- 1 Academia or Research
- *Executive Director*

- (1). The Steering Committee shall be responsible for directing all activities of the Group and performance of any other functions related to the mandate of the Group.
- (2). The Steering Committee shall meet at least once per quarter and may adopt rules and regulations appropriate for the conduct of its activities.
- (3). Where any member of the Steering Committee ceases to be a member for any reason before the expiration of his term of office, the Steering Committee will appoint another in his place.
- (4). The person so appointed shall hold office for the remainder of the term of office of his predecessor.
- (6) Members of the Steering Committee are expected to faithfully serve the Group, and to attend all scheduled meetings and other activities organized by and for the Group. Any Steering Committee member who fails to attend two consecutive meetings of the Steering Committee without valid reasons may be removed from the Steering Committee.
- (6). The Steering Committee shall elect a secretary and treasurer or secretary/treasurer by majority vote.

Section 2. The officers of the Group shall be a Chair, a Vice-Chair, a Secretary, and Treasurer. At the discretion of membership, a single person may serve as Secretary-Treasurer. All officers shall be active members in good standing of the Group.

Section 3. The duties of the officers shall be as follows:

- (a). The Chair shall be the executive officer of this Group and shall preside over all meetings of the Group and the Steering Committee. The Chair shall appoint committee members, with the Steering Committee approval. The Chair shall present the views of the Group to the industry in relation to the Group. As the official representative of the Group, the Chair shall promote the growth of the Group within the industry. The outgoing Chair shall make provisions for the transition of the new Steering Committee prior to their installation. The Chair shall perform such other duties as usually pertain to the office of Chair.
- (b). The Vice-Chair shall automatically succeed the Chair. The Vice-Chair, in the absence of the Chair, shall preside at all meetings of this Group and of the Steering Committee, shall be directly responsible to the Chair for all committee activities, and shall chair the

Steering Committee. The Vice Chair shall also perform such other duties as usually pertain to the office, or as may be assigned by the Chair or the Steering Committee.

- (c). The secretary shall record accurate minutes of the meetings; shall maintain the Group's permanent records shall; update all addresses; be the official Group correspondent; communicate with industry; order Group supplies; and perform such other duties as pertain to this office or as may be assigned by the Group Chair.
- (d). The treasurer shall collect and disburse member dues shall; prepare and adhere to an approved budget; maintain accurate records; transact business through a bank account; keep the Steering Committee informed of financial strengths and weaknesses of the Group; have the books audited; file appropriate forms with the Revenue Canada if necessary; inform the membership of the Group's financial status; and perform such other duties as pertain to this office or as may be assigned by the Group Chair.
- (e). The secretary/treasurer shall keep the records of the Group and its Steering Committee; shall collect all dues or fees of this Group and shall disburse all monies as directed by the Steering Committee; shall submit such reports as may be required by the Group mandate; shall perform such other duties as usually pertain to the office, or as may be assigned by the Group Chair or the Steering Committee.

Section 4. An officer may be removed for just cause from office by a vote of two-thirds (2/3) of the entire active Steering Committee of this Group.

Section 5. In the event of a vacancy in the office of Chair, the Vice Chair shall succeed to the office. In the event of a vacancy in any other office, a majority vote of the Steering Committee will appoint a member, in good standing, to serve for the remainder of the unexpired term.

Article VI: Elections

Section 1. For the purposes of budgeting, planning, implementing Group's activities and functions, etc. the fiscal year of the Group shall be April 1 to March 31. Elections shall be held by ballot before the annual general meeting. The Steering Committee shall present a slate of two candidates for the Vice-Chair and retiring Steering Committee members. The Secretary shall conduct the elections, with two assistants appointed by the Chair, unless the Secretary happens to be a nominee. In such case, the Chair shall appoint a substitute.

Section 2. Elected or appointed Steering Committee members shall serve for three (3) year or until their successors are duly elected and installed. The outgoing Chair and secretary (or secretary/treasurer) of this Group shall promptly certify to the secretary (or secretary/treasurer) addresses and telephone numbers of the newly elected officers.

Article VII: Dues and Other Revenues

Section 1. Members of the Group shall pay annual dues of \$100 for individual membership and \$200 for corporate membership. Dues of members are payable in the first month of the group's fiscal year.

Change Document to anyone that attends seminars are members

Section 2. The Steering Committee may propose to revise the annual dues structure subject to approval in a duly-constituted general meeting.

Section 3. The Group shall solicit donations, contributions or other grants and supports from corporate sponsors, government institutions, charity organizations, and industrial organizations in order to support the functions and activities of the Group.

Article VIII: Meetings

Section 1. During the fiscal year the Steering Committee shall hold one quarterly regular meeting on such day and at such place as shall be determined by the Steering Committee.

Section 2. Quorum at Meetings shall be as follows:

- (1) The quorum for general meetings shall be 50% of the members of the Association and no business shall be transacted at such meetings unless there is quorum.
- (2) The quorum for Steering Committee meetings shall be half of the members of the Steering Committee plus one member.
- (3) If a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall stand adjourned to the same hour and place the following week and at that meeting, deliberations shall proceed without quorum considerations.

Section 3. Voting for the purposes of conducting the Group business shall be as follows:

- (1) By secret ballot for all elections and issues of nomination, appointment and approvals.
- (2) By show of hands shall be used only when the issues to be voted upon is considered by the Chair not to be of a serious nature.
- (3) The Chair shall preside over all voting except on the occasion where he/she is standing for election or when the issue to be voted upon involves him/her in person. In such cases then the Chair shall disqualify himself/herself and step down from the chair. The meeting shall then elect an ad hoc Chair who shall preside over that meeting only and relinquish this temporary position after the voting exercise.
- (4) All members of the Steering Committee, except the Chair, shall have voting privileges similar to those of the ordinary members.
- (5) In the Steering Committee, voting shall be by show of hands or by consensus.

Section 4. The Annual General Meeting. The Group will hold one ordinary Annual General Meeting (AGM) in the month of April or early May of every year. The business of the AGM shall include but not limited to:

- (1). Hear, receive and adopt a report from the Secretary
- (2). Hear, receive and adopt financial report from the Treasurer
- (3). Hear, receive and adopt reports from the Steering Committee
- (4). Conduct all elections for office-bearers

- (5). Discuss and approve budget estimates for the year
- (6). Approve and confirm honorary members
- (7). Approve any change of the constitution
- (8). Approve loss of membership

Section 5. Extraordinary Annual Meeting. An Extraordinary Annual meeting may be convened under the following conditions:

- (1) Upon the decision of the Chair in consultation with the Steering Committee when an extraordinary meeting is deemed necessary
- (2) Upon petition by a quarter of the bonafide membership

Article IX: Committees & Sub-Committees

Section 1. The Chair shall appoint, with the approval of the Steering Committee, standing committees for the purpose of assisting in the development of Group programs. Such committees may include the following:

- a. Research and Education
- b. Public Relations
- c. Annual Programs
- d. Binders
- e. Construction
- f. Hot Mix
- g. Quality Control/Assurance

Article X: Accounts And Audit

Section 1. The Steering Committee shall have proper book of account to be kept in respect of:

- (1) All sums of money received and expended by the Group and the matters in respect of which receipt and expenditure takes place;
 - (a). All sales and purchases of the Group.
 - (b). Assets and liabilities of the Group
- (2). "Proper books of accounts" shall mean such books as are necessary to give true and fair view of the state of Group 's affairs and to explain its transactions.
- (3). The books of accounts shall be kept at the registered office of the Group.
- (4). Within three months, after the close of each fiscal year nominated, qualified and experienced independent person shall make an audit of the books and accounts.
- (5). A copy of the balance sheet together with a copy of auditor's report shall be presented to the Steering Committee before the Annual General Meeting.

Article XI: Incorporation

Section 1. If permitted by provincial or national law, this Group may incorporate as a non-profit corporation at the discretion of the Steering Committee.

Article XII: Amendments

Section 1. These Bylaws and Articles of Association shall be reviewed annually to maintain consistency and relevancy to the goals and aspirations of the active membership. These Bylaws and Articles of Association may be amended by a two-thirds majority vote of the eligible members of the Group at the Annual General Meeting or Extraordinary General Meeting called for that purpose subject to provisions of Section 2.

Section 2. Amendment procedure requires in all cases, notice for any amendment shall be communicated to each member of the Annual General Meeting at least twenty-one days before the date fixed for the meeting of proposed amendment. All such amendments must be consistent with the laws of the Provincial and Federal government.

Article XIII: Disposition of Funds in Case of Inactivation

Section 1. Should the Group become dissolved or inactivated, all the assets and property of the Group, including balance of funds after settlement of outstanding debts and liabilities of the Group shall be turned over to a not-for-profit organization dedicated to promoting the use of hot mix asphalt concrete such as the Roadbuilders' Association of New Brunswick.

Amendments or Revision History

Adopted:	1. February 3, 2004
Amended:	1.
Amended:	2.

	<u>Name</u>	<u>Signature</u>
Member:	Peter Crowe	Brenda D-K
Member:	Terry Hughes	
Member:	Donath Mrawira	
Member:	Bob Dunnett	
Member:	Peter Grasman	
Member:	Kent Duggan	
Member:	Calvin Flight	

Vicki Mac
 (The originals of this document is kept with Secretary of the Group.)

Samie W