

International Pressure Equipment Integrity Association
(the "Society")

Bylaws

Article 1 - Preamble

1.1 The Society

The International Pressure Equipment Integrity Association is a not-for-profit organization, comprised of individuals active in the pressure equipment industry.

1.2 The Bylaws

The articles below set forth Bylaws of the International Pressure Equipment Integrity Association.

Article 2 – Definitions

2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 "Act" means the *Societies Act* R.S.A 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 "Annual General Meeting" means the annual general meeting described in Article 5.1.
- 2.1.3 "Board" means the board of directors of the Society.
- 2.1.4 "Bylaws" means the Bylaws of this Society as amended.
- 2.1.5 "Director" means any person elected or appointed to the Board.
- 2.1.6 "Member" means a member of this Society.
- 2.1.7 "Officer" means an officer of the Society described in Article 6.2.
- 2.1.8 "Society" or "the Society" means the International Pressure Equipment Integrity Association.
- 2.1.9 "Society Code of Conduct policy" means the code of conduct of the Society as approved by the Board, as may be amended from time-to-time.
- 2.1.10 "Special Meeting" means the special meeting described in Article 5.2.
- 2.1.11 "Special Resolution" means a resolution passed at an Annual General Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than 75% of those Members who, if entitled to do so, vote in person.
- 2.1.12 "Threshold Amount" means a dollar amount set by the board for the delegation of authority to the Executive Director to approve the payment of funds up to that amount on behalf of the Society.

Article 3 - Interpretation

3.1 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

3.1.1 Any reference in these Bylaws to gender includes all genders and words indicating the singular number also include the plural, and vice-versa.

3.1.2 In these Bylaws, "person" includes an individual, body corporate, partnership, trust and unincorporated organization. 3.1.3 Headings are for convenience only. They do not affect the interpretation of these Bylaws.

3.2.4 These Bylaws must be interpreted broadly and generously.

Article 4 – Membership

4.1 Classification of Members

4.1.1 There shall be a single class of membership of the Society.

4.1.2 To become a Member, an individual must:

- a. Be over the age of 18; and
- b. Agree to the Society Code of Conduct policy; and
- c. Pay the annual membership fees; and
- d. Be approved by the Board.

4.2 Membership Fees

4.2.1 Membership year

Membership in the Society shall be annual and the membership year is January 1 through December 31.

4.2.2 Setting Membership Fees

Membership fees may be established from time to time by the Board and shall be due and payable on thirty (30) days' written notice or, in the case of a new Member, at the time such individual becomes a Member. Membership fees for the first year of membership may be prorated on a monthly basis at the discretion of the Board.

4.3 Rights and Privileges of members

4.3.1 Any Member in good standing is entitled to:

- a. Receive notice of meetings of the society;
- b. Attend any meeting of the society; and
- c. Attend any meeting of the society; and
- d. Vote on any matter brought before a meeting of the Society; and
- e. Exercise other rights and privileges given to Members in these Bylaws.

4.3.2 Member in Good Standing

A Member is in good standing when:

- a. The Member has paid membership fees or other required fees to the Society; and
- b. The Member is not suspended as a Member, as provided for under Article 4.4.

4.3.3 No right or privilege of any Member is assignable or transferable to another person. All rights and privileges of a Member cease for the duration of any suspension and when the Member resigns or is expelled from the Society.

4.4 Suspension of Membership

The Board may suspend a Member's membership on written notice to the Member if they fail to pay their membership fees, do not adhere to the Society Code of Conduct policy, fail to abide by the Bylaws, or for any other reason determined by the Board.

4.5 Termination of Membership

4.5.1 Resignation

Any Member may resign from the Society by written notice to the Secretary or Board Chair of the Society.

4.5.2 Death

The membership of a Member is ended upon their death.

4.5.3 Expulsion

Any Member, upon a resolution approved by the majority of the Board without holding a meeting, may be expelled from the Society.

Article 5 – Meetings of the Society

5.1 Annual General Meeting

5.1.1 The Society shall hold its Annual General Meeting no later than April 30 of each calendar year. The Board will set the place, date and time of the meeting.

5.1.2 Notice: The Secretary shall mail, email or deliver a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice will state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

5.1.3 Quorum: Attendance in person or by virtual means by 5% of the Members at the Annual General Meeting is a quorum.

5.1.4 Voting: Unless otherwise required by law or this Bylaw, any matter brought before any meeting of the Society shall be decided by the affirmative vote of the majority of Members present in person at the meeting and entitled to vote on the matter. Voting at meetings of the Society will be by a show of hands, except where a written ballot is demanded by five (5) or more Members entitled to vote at the meeting. In all cases voting may be done electronically.

5.2 Special Meeting of the Society

5.2.1 Calling of Special Meeting

A Special Meeting may be called at any time:

- a. By a resolution of the Board to that effect; or
- b. On the written request of at least one third (1/3) of the Members. The request must state the reason for the Special Meeting and motion(s) intended to be submitted at such Special Meeting.

5.2.2 Notice: The Secretary shall mail, email or deliver a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice will state the place, date and time of the Special Meeting and any business requiring a Special Resolution.

5.2.3 Agenda: Only the matter(s) set out in the notice for the Special Meeting are to be considered at the Special Meeting.

5.2.4 Voting Procedure: Any Special Meeting has the same method of voting, and the same quorum requirements as the Annual General Meeting.

Article 6 – The Governance of the Society

6.1 The Board

6.1.1 Governance and Management of the Society

The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to be in the role of Executive Director to carry out management functions under the direction and supervision of the Board.

6.1.2 Powers and Duties of the Board

Subject to the Bylaws and the Objects, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not expressly directed or required to be done in some other manner by the Act, the Bylaws, any Special Resolution or by statute. The powers and duties of the Board include, without limitation:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Approving an annual budget for the Society;
- d. Paying all expenses for operating and managing the Society;
- e. Paying persons for services and protecting persons from debts of the Society;
- f. Investing any extra monies;
- g. Approving all contracts for the Society;
- h. Making policies and establishing committees for managing and operating the Society;
- i. Maintaining all accounts and financial records of the Society;
- j. Appointing legal counsel as necessary; and
- k. Without limiting the general responsibility of the Board, delegating its powers and

duties to the Executive Director of the Society.

6.1.3 Composition of the Board

The board shall be comprised of five (5) Directors.

6.1.4 Election of Directors

The Board shall be elected by majority vote by the Members at an Annual General Meeting called for that purpose. A person appointed or elected as a Director becomes a Director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

6.1.5 Term of Directors

Directors shall hold office for a term of three (3) years. If re-elected at an Annual General Meeting, Directors shall hold office for a second three (3) year term for a maximum six consecutive years on the Board.

6.1.6 Resignation, Death or Removal of a Director

6.1.5.1 Any Director may resign from office by giving at least one (1) months' notice.

6.1.5.2 Voting Members may remove any Director before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy until the next Annual General Meeting, where a new Director can be elected to the position.

6.1.5.4 The Board may remove by majority vote, whether for cause or without cause, any Board Member

6.1.7 Meetings of the Board

6.1.7.1 The Board shall hold at least four (4) meetings each year.

6.1.7.2 The Board Chair will call the meetings and give at least five (5) days' notice.

6.1.7.3 Meetings can be in person or virtual but there is a preference for at least one in-person meeting per year.

6.1.7.4 Any Director missing two (2) consecutive properly called meetings of the Board may be removed as a Director by a majority vote of the Board.

6.1.7.5 A quorum for Board meetings will be a majority of the Directors then in office.

6.1.7.6 Unless otherwise required by the Act, these Bylaws or any applicable law, at all meetings of the Board every question shall be decided by a majority of the votes cast on the question unless otherwise provided in the Bylaws or the Act. In the event of a tie vote, the Board Chair shall be entitled to a casting vote.

6.1.7.7 The Executive Director will be invited to all Board meetings but will have no

vote and may be excused for in-camera sessions.

6.1.7.8 A written resolution signed by all of the Directors need not be put to a vote and is effective as if it had been approved at a meeting of the Board.

6.1.8 Qualification

The following persons are disqualified from being a Director:

- a. anyone who is less than 18 years of age;
- b. anyone who
 - i. is a dependent adult as defined in the *Dependent Adults Act* or is the subject of a certificate of incapacity under that Act,
 - ii. is a formal patient as defined in the *Mental Health Act*, or
 - iii. has been found to be a person of unsound mind by a court in Alberta or elsewhere;
- c. a person who is not an individual; and
- d. a person who has the status of bankrupt.

6.1.9 Delegation

Subject to the Act, the Board may by resolution delegate any of the powers or duties conferred on it herein to designated Officers who shall, in the exercise of such powers or duties, conform to all regulations or limitations that may be imposed on it by the Board. The Board, at any time, may similarly withdraw such delegation. Any designated Officer may be removed by resolution of the Board.

6.2 Officers

6.2.1 Appointment of Officers.

The Board shall annually, or as may be required, appoint a Board Chair, Vice Chair, Secretary and a Treasurer and may, at their discretion, also appoint an Executive Director or such other officers, with such titles and duties as determined from time-to-time by resolution of the Board.

6.2.2 Qualifications

The Board Chair and the Vice Chair must be Directors of the Society. The Executive Director need not be a Director of the Society. The offices of Secretary and Treasurer may be held by the same person and need not be a Director of the Society.

6.2.3 Termination and Resignation

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:

- a. in the case of the Board Chair or Vice Chair, on the day they cease to be a Director,
- b. the Officer's successor being appointed,

- c. the Officer's resignation, or
- d. the Officer's death.

6.3 Powers and Duties of the Officers of the Society

6.3.1 The Board Chair:

- Supervises the affairs of the Board;
- Acts as the spokesperson for the Society;
- Chairs all meetings of the Society and the Board; and
- Carries out other duties assigned by the Board.

6.3.2 The Vice Chair:

- Presides at meetings in the Board Chair's absence;
- Replaces the Board Chair at various functions when asked to do so by the Board Chair or the Board; and
- Carries out other duties as assigned by the Board.

6.3.3 The Secretary:

- Attends all meetings of the Society and the Board;
- Keeps accurate minutes of these meetings;
- Ensures a record of names and addresses of Members of the Society is kept;
- Ensures all notices of various meetings are sent; and
- Carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- Ensures all monies paid to the Society are deposited in a chartered bank, treasury branch, trust company or other such financial institution as chosen by the Board;
- Facilitates a detailed account of revenues and expenditures being presented to the Board as requested; and
- Ensures an audited statement of the financial position of the Society is prepared and presented at the Annual General Meeting.

6.4 The Executive Director

6.4.1 The Board may hire an Executive Director to carry out assigned duties.

6.4.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board. The Executive Director does not vote at any meeting.

6.4.3 The Executive Director acts as the administrative officer of the Board in:

- Attending board and other meetings as required;
- Hiring, supervising, evaluating and releasing all other paid staff;

- Interpreting and applying the Board's policies;
- Keeping the Board informed about the affairs of the Society;
- Maintaining the Society's books;
- Preparing budgets for Board approval;
- Planning and executing programs and services based on the Board's priorities; and
- Carrying out other duties assigned by the Board.

6.5 The Advisory Council

6.5.1 The Board may appoint an Advisory Council immediately following the Annual General Meeting each year to help ensure that the Society is industry led by providing the passion, history and experience of previous Society leadership and members to the Board.

Article 7 – Finance and Other Management Matters

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on April 30th of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year completed by a qualified accountant appointed by the Board or by two Members appointed for such purpose at an Annual General Meeting or Special Meeting of the Society.

7.3 Seal of the Society

7.3.1 The Board may adopt a seal as a Seal of the Society.

7.3.2 The Secretary has control of the custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques, Payments and Contracts of the Society

7.4.1 All cheques, withdrawals, drawings or authorizations to withdraw or remove funds from the bank accounts of the Society shall be signed or approved by two Directors or Officers of the Society or by one such Director or Officer and the Executive Director. The Board, at its discretion, may delegate this approval to the Executive Director only for up to a Threshold Amount. This Threshold Amount may change from time to time by approval of the Board.

7.4.2 All contracts, documents or instruments in writing requiring execution by the Society shall be signed by any two Officers or Directors, and all contracts, documents or instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any Officer or Officers or any other person or persons on behalf of the Society to

sign and deliver either contracts, documents or instruments in writing generally or to sign and deliver specific contracts, documents or instruments in writing.

7.5 The Keeping and Inspection of the Books and Records of the Society

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Act, or any other statute or laws.

7.5.4 A Member wishing to inspect the books of records of the Society must give reasonable notice to the Board Chair or the Secretary of the Society of their intention to do so.

7.5.5 All financial records of the Society are open for such inspection by the Members at the Registered Office of the Society during normal business hours and with reasonable notice.

7.5.6 Other records of the Society are also open for inspection at the Registered Office of the Society during normal business hours, except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing Powers

7.6.1 The Society may borrow or raise funds to meet its objects and operations by Special Resolution. The Board decides the amounts and the ways to raise money, including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by resolution of the Board and confirmed by a Special Resolution of the Society.

7.7 Remuneration

7.7.1 No Member, Director or Officer of the Society shall receive any payment for their services as a Member, Director or Officer.

7.7.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Protection and Indemnity of Directors and Officers

7.8.1 The Society shall, to the fullest extent permitted by law, indemnify each Director, Officer, former Director and former Officer against all costs or charges that result from any act done in their role for the Society, excluding any acts of fraud, dishonesty or bad faith.

7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or paid staff. No Director or Officer is responsible for any loss or damage due to bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in their role for the Society, provided that the Director or Officer was acting honestly, in good faith and in the best interest of the Society.

7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by

the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

7.8.4 The provisions for indemnification contained in the Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of the Members or disinterested Directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall enure to the benefit of the heirs, executors and administrators of such a person

7.8.5 The Society may, at the Board's discretion, purchase insurance for the benefit and protection of its Directors and Officers.

Article 8 – Amending the Bylaws

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Society.

8.2 The notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and acceptance by the Corporate Registry of Alberta.

Article 9 – Distributing the Assets and Dissolving the Society

9.1 The Society shall not pay any dividends or distribute its property among its Members.

9.2 If the Society is dissolved, any funds or assets remaining after paying all debts are to be paid to a non-profit organization with similar objects to those of the Society.

9.3 Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Society.

Article 10 - Miscellaneous

10.1 Banking

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on business in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business of any part of it shall be transacted by a Director or Officer and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

10.2 Notice

Any notice or document required or permitted under the Act or Bylaws to be sent to a Member, Director, or Officer may be sent by any one of the following methods:

- a. mail or courier addressed to the person at the applicable address for that person as follows:

- i. if to a Member, the latest address of the Member shown in the records of the Society; and
 - ii. if to a Director or Officer, latest address of the director or Officer shown in the records of the Society or in the last notice filed in accordance with the Act;
- b. by e-mail to the last address shown in the records of the Society or by other electronic means; or
- c. personal delivery to the intended recipient.

Any notice given by personal delivery shall be deemed to have been given on the day of delivery and, if given by mail or courier, on the third Business Day following the date of mailing or the date it was couriered and, if given by electronic means on the first Business Day after the day of transmittal. For the purposes of this Article, "Business Day" means any day other than a Saturday, Sunday or statutory holiday in the Province of Alberta.

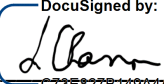
10.4 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the Bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.5 Severability

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws.

These By-Laws have been approved by the Members on January 22, 2025.

DocuSigned by:

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Laurent Charron
Chairperson

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