

CMMTQ'S OFFICE EDITION

**REGULATION RESPECTING THE INTERNAL MANAGEMENT
OF THE CORPORATION OF MASTER PIPE-MECHANICS OF QUÉBEC**

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**In force since March 17, 2005
(Last modification: September 20, 2013)**

**Regulation respecting the internal management of the Corporation of
Master Pipe-Mechanics of Québec**

Master Pipe-Mechanics Act

(chapter M-4, ss. 4 and 11, par. 1, subpars. a, f, g, h and i)

DIVISION I

INTERPRETATION

1. In this Regulation, "member" means a natural person, legal person, partnership or association admitted to the Corporation of Master Pipe-Mechanics of Québec in accordance with the Master Pipe-Mechanics Act (chapter M-4) and the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec, approved by Order-in-Council 103-2005 dated 17 February 2005.

Depending on the context, "member" may refer to the representative of a legal person, partnership or association delegated in accordance with section 10 of the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec.

DIVISION II

MEETINGS

§ 1. General provisions

2. A member is invited to a meeting by a notice from the director general of the Corporation sent by mail or by any other information technology-based means at least five days before the date of the meeting, unless specifically provided otherwise.

The notice must contain the date, time and place of the meeting and be accompanied by an agenda.

3. In an emergency or if circumstances so require, the director general may send to a member the notice of meeting and agenda by any means at least 24 hours before the meeting.

- 4.** A notice of meeting sent by mail is deemed to have been received on the third day following the date of mailing. If necessary, proof of the mailing is made by an affidavit of the director general attesting that the notice was properly addressed to the member on the basis of the information given by the member to the Corporation, and attesting to the date of mailing of the notice.
- 5.** The accidental omission to send a notice of meeting to a member does not invalidate any resolution, regulation or decision made at the meeting.
- 6.** If all members consent, a meeting may be held by any means enabling all participants to communicate simultaneously with one another.
- 7.** A resolution in writing carried by the signature of an absolute majority of members of the provincial council of administration of the Corporation, of the executive committee or of a committee of the Corporation is as valid as if the resolution had been carried at a meeting regularly called and constituted but the resolution must be entered in the minute book and made a part thereof.
- 8.** The chair of a meeting determines all questions of procedure, using for guidance the Code Morin rules of procedure and conduct for deliberative assemblies.
- 9.** All matters submitted to a meeting are decided by majority vote. Each member present at the meeting has one vote. In the event of a tie vote, the chair of the meeting casts the deciding vote.

A member's vote may not be delegated by proxy or otherwise.

- 10.** Voting at meetings is by a show of hands. The vote must be taken by secret ballot whenever requested by a member present.
- 11.** The chair of a meeting may, by resolution of the meeting, adjourn the meeting to another date, specifying the time and place of the meeting. No business other than unfinished business or business that could have or should have been dealt with at the initial meeting may be dealt with at the adjourned meeting.
- 12.** Minutes must be taken at every meeting. All records and minutes are kept at the Corporation's head office.
- 13.** The expenses and allowances payable to holders of the office of director or officer of the Corporation are as follows:
 - (1) for each day of meeting or representation, an attendance allowance of \$78 for 4 hours of attendance or less, including travelling time, or \$104 in all other cases;
 - (2) travelling expenses of 50 cents per kilometre or, if the means of transportation is other than by car, actual costs reasonably incurred, on presentation of vouchers;
 - (3) expenses of fixed meals of \$16 for breakfast, \$21 for lunch, and \$28 for dinner;

- (4) actual costs reasonably incurred for overnight accommodation, on presentation of vouchers.

The amounts provided for in subparagraphs 1° and 3° of the first paragraph are adjusted on 1 February each year based on the percentage change in the general Consumer Price Index for the Province of Quebec, as determined by Statistics Canada, for the 12-month period ending on 31 December of the preceding year.

The adjusted amount is rounded up or down to the nearest dollar.

- 14.** All proposed amendments to the Corporation's regulations, or all proposed new regulations must be sent to the director general at least 30 days before the date of the meeting of the council at which they are to be considered.

The director general must give the directors of the council a notice of the meeting at least 10 days before the date of the meeting and send them a copy of the proposed amendments to the regulations or proposed new regulation.

§ 2. Annual general meeting

- 15.** An annual general meeting of the Corporation must be held within 120 days after the end of the fiscal year, on the date and at the place determined by the council.

Only members of the Corporation and the Corporation's permanent staff have the right to attend the annual general meeting. Other persons may attend by invitation of the chair, the council or the executive committee.

- 16.** The agenda of the annual general meeting includes among others following matters

- (1) the reports on the Corporation's activities;
- (2) presentation of the financial statements and the auditors' report;
- (3) the results of the election of the directors and officers;
- (4) any matter that the council wishes to or must refer to the annual general meeting; and
- (5) any motion and matter submitted by members in accordance with the procedure established in section 17.

- 17.** Any member may submit a motion or matter in writing for the purpose of having it come before the annual general meeting.

An information notice to that effect must be sent by the director general to every member at least 90 days before the date of the annual general meeting. To be in order, a motion or matter must be submitted in writing to the director general and be received at the Corporation's head office not later than 60 days before the date of the meeting.

Any matter relating to a motion under consideration may be the subject of a new motion

that may be considered and carried at the meeting.

18. A notice of the annual general meeting must be sent by the director general to every member of the Corporation by mail or by any information technology-based means at least 30 days before the date of the meeting.

The notice must contain the date, time and place of the meeting and be accompanied by an agenda.

19. The Corporation's financial statements are available to members on the Corporation's Web site at least 10 days prior to the date of the annual general meeting.

A member of the Corporation can obtain a copy of the most recent financial statements upon request to the Corporation's director general.

20. The quorum for the annual general meeting is 25 members.

21. Sections 4, 5, and 8 to 13 apply to an annual general meeting, with the necessary modifications.

§ 3. Special general meeting

22. A special general meeting of members to consider any matter concerning the Corporation may be held at the request of the council or on written request to the director general signed by at least 50 members.

Only members of the Corporation and the Corporation's permanent staff have the right to attend the meeting. Other persons may attend by invitation of the chair, the council or the executive committee.

23. No business other than the matters for which the meeting was called may be discussed at a special general meeting.

24. A notice of the special general meeting must be sent by the director general to every member of the Corporation by mail or by any other information technology-based means at least 15 days before the date of the meeting.

The notice must contain the date, time and place of the meeting and be accompanied by an agenda.

25. The quorum for special general meetings is 50 members.

26. Sections 4, 5, and 8 to 13 apply to a special general meeting, with the necessary modifications.

DIVISION III

EXECUTIVE COMMITTEE

§ 1. General provisions

27. The executive committee is composed of nine members, called officers, one of whom is the immediate past chair; the other eight members are elected in accordance with subdivision 2 of this Division and consist of a chair, first vice-chair, second vice-chair, secretary, treasurer, and three directors.

28. The executive committee

- (1) sees to the day-to-day administration of the Corporation's affairs;
- (2) sees to the implementation of the council's decisions and resolutions;
- (3) supervises the proper administration of the Corporation in the name and on behalf of the council;
- (4) oversees the proper functioning of the Corporation;
- (5) protects the rights and powers of the Corporation and the rights of its members;
- (6) ensures that funds are invested in accordance with article 1339 of the Civil Code of Québec (CQLR) relating to investments presumed sound;
- (7) ensures that every member, director or employee of the Corporation who is in a position to receive or transact Corporation funds has insurance, at the Corporation's expense, covering the performance of his or her duties, and, as required, the reimbursement of sums of money he or she may receive;
- (8) hires the director general and determines his or her conditions of employment;
- (9) dismisses the director general for just and sufficient cause, which decision must be made by an absolute majority of the members of the executive committee and be ratified by resolution of the council; and
- (10) exercises any other power delegated to it by the council and conferred on the executive committee by the Act and its regulations.

The executive committee must report on its decisions and activities at each meeting of the council.

29. The chair is the chief officer of the Corporation. As chair of the council and of the executive committee, he or she must oversee the implementation of their decisions and all of the affairs of the Corporation.

The chair presides at all general and special meetings and at meetings of the council and of the executive committee. The chair is responsible for the orderly conduct of meetings and settles any difficulty that may arise during a meeting.

The chair is by virtue of office a voting member of all committees and working groups

except the election committee, complaints committee, committee on discipline, appeals committee and qualification committee.

The chair co-signs with the secretary the minutes of general and special meetings and the minutes of meetings of the council and of the executive committee, and any other document requiring the signature of the chair. The chair may authorize his or her signature to be affixed by means of an automatic device or a facsimile to be engraved, lithographed or printed on the documents he or she determines.

The chair exercises all the powers and performs all the duties of the office of chair.

30. The first vice-chair exercises all the powers and performs all the duties of the chair in the chair's absence, inability or refusal to act.

31. The second vice-chair exercises all the powers and performs all the duties of the chair in the chair and first vice-chair's absence, inability or refusal to act.

32. The secretary supervises the keeping of the minutes of general and special meetings and meetings of the council and of the executive committee, and co-sign the minutes with the chair. The secretary may authorize his or her signature to be affixed by means of an automatic device or a facsimile to be engraved, lithographed or printed on the documents he or she determines.

The secretary performs all the duties assigned to the secretary by the council.

33. The treasurer supervises the funds and accounting records of the Corporation. The treasurer must present the financial statements to the members of the Corporation at the annual general meeting.

The treasurer performs all the duties assigned to the treasurer by the council.

34. The directors must collaborate and participate in the work of the executive committee and assume all responsibilities assigned to them.

35. The term of office of officers is one year, except the term of the immediate past chair who remains an officer for the duration of the term or terms of the succeeding chair of the Corporation.

An officer takes office at the meeting of the council immediately preceding the annual general meeting and remains in office until he or she ceases to hold the office as provided in section 38 or until his or her successor takes office.

36. An executive committee member is required to take the oath in Schedule I.

An executive committee member who contravenes this section or breaks the oath shall be dismissed, by resolution of the council.

37. Only a director of the council is eligible to serve as officer.

An outgoing officer may be re-elected, irrespective of the number of consecutive terms he

or she has served, except the chair, who may not serve more than four consecutive terms as chair.

38. An executive committee member ceases to hold office if the member

- (1) submits his or her resignation in writing to the executive committee; the resignation takes effect on the date it is submitted or, as the case may be, on a later date specified in the resignation;
- (2) fails to attend three consecutive meetings of the executive committee without an excuse considered valid by the committee;
- (3) is dismissed in accordance with section 36 of this Regulation or subparagraph 5 of the first paragraph of section 72 of the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec; or
- (4) ceases to be a director for one of the reasons set out in section 7 of the Regulation respecting the provincial council of administration of the Corporation of Master Pipe-Mechanics of Québec, approved by Order in Council 104-2005 dated 17 February 2005.

In all those situations, the position held by the officer becomes vacant.

39. Whenever the position of an officer becomes vacant, the council must appoint a director of the council to fill the vacancy for the unexpired portion of the term. A vacancy in an officer's position held by the immediate past chair, however, is not filled.

An officer so appointed by the council is deemed to have been elected and takes office on being appointed.

40. The executive committee must hold at least six meetings each year.

Five members of the executive committee may at any time, by a written request to the director general signed by them, require that a meeting of the committee be held.

The general provisions of subdivision 1 of Division II apply to meetings of the executive committee, with the necessary modifications.

41. The quorum for meetings of the executive committee is five members.

§ 2. Election of officers

42. At the meeting of the council held immediately before the annual general meeting, the directors must elect from among themselves, by secret ballot under the supervision of the election committee, eight officers who, with the immediate past chair, form the executive committee.

The members of the election committee attend the meeting, which is presided by the chair of the election committee or a member of the election committee who acts as chair.

43. The chair of that meeting of the council receives nominations from the floor for each position of officer. To be elected, a director must be nominated by one director and the nomination must be seconded by a different director.

Nominations must be accepted or declined by the nominees.

An absent director may be nominated and the nomination seconded and carried, provided that a letter of acceptance of the nomination signed by the nominee is presented to the meeting.

44. The officers are elected in the following order: chair, first vice-chair, second vice-chair, secretary, treasurer, and three directors.

If only one nomination for a position of officer is received, the chair of the meeting declares that candidate elected. If more than one nomination is received, an election by secret ballot is held immediately. Each director present has one vote, which may not be delegated by proxy or otherwise.

45. In the event of a tie between candidates for a position of officer, the chair of the meeting informs the council and a second vote is held by secret ballot.

46. After being examined and counted, the ballots are placed in sealed envelopes.

The envelopes are kept for a maximum of 60 days after the date of the annual general meeting. After that time, the envelopes are destroyed, unless an election contestation proceeding is served on the Corporation, in which case the envelopes must be kept until a final decision is rendered.

47. A defect in the election of a member of the executive committee does not invalidate any action taken by the member or by the committee.

DIVISION IV

DIRECTOR GENERAL

48. The director general is hired by the executive committee under a written contract. The director general

- (1) draws up, or causes to be drawn up, the minutes of general and special meetings and meetings of the council, executive committee and committees;
- (2) is custodian and guardian of the seal and all the books and records of the Corporation;
- (3) keeps, or causes to be kept, a register of all the members of the Corporation; the director general may appoint a mandatory for the purpose of certifying the content of the register or the fact that a person is or is not a member of the Corporation before any decision-making body;
- (4) monitors the administration of the Act and its regulations;
- (5) investigates and creates a record, or appoints any person to investigate and create a record

of every complaint against a member or non-member of the Corporation;

(6) on the decision of the council or the executive committee, institutes proceedings, or gives a mandate to institute proceedings, against any person who commits an offence under the Act or its regulations;

(7) calls general and special meetings and meetings of the council, executive committee, committees and working groups;

(8) is entitled to attend all general and special meetings, and meetings of the council, executive committee, committees and working groups, but without a vote;

(9) is responsible for the general administration of the Corporation in accordance with directives received from the council and the executive committee;

(10) has authority over all the staff of the Corporation, including the right to hire, dismiss and take any disciplinary action;

(11) ensures the implementation of the resolutions of the council, executive committee, committees and working groups; and

(12) performs all other duties assigned by the council or the executive committee and by the regulations of the Corporation.

The director general may delegate his or her powers and duties on authorization by the council or the executive committee.

DIVISION V

COMMITTEES AND WORKING GROUPS

§ 1. General provisions

49. In addition to the committees listed in section 61, the council may, to assist it in fully achieving the Corporation's purposes, form working groups and establish their mandates.

The members of all committees and working groups are appointed by the council.

Unless specifically provided otherwise, a member of the Corporation or a person other than the representative of the member within the meaning of section 10 of the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec with a proxy to that effect from the member may serve on a committee or working group. A member may never be represented by more than one person on the same committee.

A former member of the Corporation may be appointed to serve on the qualification committee.

A non-member of the Corporation may be appointed to serve on working groups, but without a vote.

50. Sections 51 to 60 apply to all committees, unless specifically provided otherwise, except to the complaints committee, committee on discipline and appeals committee.

Sections 51 to 60 apply to all working groups, with the necessary modifications. Subparagraphs 2, 3 and 6 of the first paragraph of section 54, however, do not apply to a non-member of the Corporation who serve on a working group.

51. Unless the council provides otherwise, a committee chair must be member of the council, except the chair of the election committee and the chair of the qualification committee.

52. At its first meeting following the annual general meeting, the council shall appoint the members of all committees.

The council may at any time replace a member of a committee and appoint a replacement.

53. The term of office of a committee member is one year, except for a member of the qualification committee, whose term is three years. A committee member remains in office until replaced or reappointed or ceases to be a committee member as provided in section 54.

54. A committee member shall cease to serve on the committee where the member

- (1) submits his or her resignation in writing to the council; the resignation takes effect on the date it is submitted or, as the case may be, on a later date specified in the resignation;
- (2) has ceased for 60 days to represent a member within the meaning of section 10 of the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec, or to hold a valid proxy under section 49 to serve on a committee;
- (3) ceases to be a member of the Corporation;
- (4) fails to attend three consecutive meetings of the committee without a reason based on a temporary inability to act;
- (5) is dismissed in accordance with section 64, 69, 73 or 79 of this Regulation or under subparagraph 5 of the first paragraph of section 72 of the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec; or
- (6) becomes unable to serve on a committee.

In all those situations, the position held by the member becomes vacant.

55. The council shall see to the filling of a vacancy that may occur at any time on one of the committees.

56. Each committee shall perform the duties entrusted to it by this Regulation and execute the mandates given to it by the council.

A committee may appoint to the committee, with the right to speak but not to vote, any

person it considers necessary to perform its duties.

57. Each committee shall meet as often as necessary.

The absolute majority of the members of a committee may at any time require the holding of a meeting of the committee by written request to the director general signed by them.

The general provisions contained in subdivision 1 of Division II, except section 14, apply to the meetings of each committee.

58. The quorum for a committee meeting is the absolute majority of its members, unless provided otherwise in this Regulation.

59. Every committee, except the qualification committee, must report to the council on its activities when requested to do so.

60. All actions and proceedings of a committee, except those of the election committee and qualification committee, are subject to review by the council.

61. The committees of the Corporation are

- (1) the election committee;
- (2) the legislation and regulation committee;
- (3) the finance committee;
- (4) the membership committee;
- (5) the complaints committee;
- (6) the committee on discipline;
- (7) the appeals committee; and
- (8) the qualification committee.

§ 2. Election committee

62. The election committee is composed of three members, as far as practicable the three immediate past chairs of the council, if they are still members.

The immediate past chair serves as chair of the election committee, unless the council appoints another person.

63. The election committee implements the election procedures and conducts and supervises elections.

The committee may co-opt any person or appoint any person for the purposes of

conducting and supervising elections of directors and officers.

The committee must take whatever action is necessary to ensure the proper conduct of elections and decide all issues in the interests of the Corporation.

64. A member of the election committee is required to take the oath in Schedule I.

An election committee member who contravenes this section or breaks the oath shall be dismissed by resolution of the council.

§ 3. Legislation and regulation committee

65. The legislation and regulation committee is composed of five members.

66. The legislation and regulation committee shall

(1) study, examine and propose amendments to the Act and its regulations and make recommendations to the council; and

(2) at the request of the council, study and examine all laws and regulations of interest to the Corporation and its members and make recommendations to the council.

§ 4. Finance committee

67. The finance committee is composed of four members including the treasurer of the Corporation, who acts as its chair. The other three members are chosen from among members of the Corporation who do not hold the office of director.

68. The finance committee shall

(1) oversee all financial matters that may affect the Corporation;

(2) study the budget to be submitted to the council;

(3) examine the interim and annual financial statements of the Corporation;

(4) verify that expenses are consistent with the administrative authorizations, budgets and regulations of the Corporation and make observations and recommendations to the executive committee and to the council concerning any deviations that it observe, where applicable;

(5) ensure that the books of the Corporation are audited by independent auditors; and

(6) prepare reports on all aspects of its duties and make recommendations, where applicable, to the executive committee, the council and general meeting on all those matters.

69. A member of the finance committee is required to take the oath in Schedule I.

A finance committee member who contravenes this section or breaks the oath shall be dismissed by resolution of the council.

§ 5. *Membership committee*

70. The membership committee is composed of 10 members.

The committee must include at least two members who hold a building contractor's licence for each subcategory related to exclusive work referred to in the Act.

Members of the qualification committee are not eligible to serve on the membership committee.

71. The membership committee shall

- (1) make recommendations to the council concerning the training and professional development of members of the Corporation;
- (2) make recommendations to the council concerning the monitoring and assessment of the competencies and examinations of the members and future members of the Corporation;
- (3) prepare qualification examinations to obtain a plumbing and heating building contractor's licence issued under the Building Act (chapter B-1.1) and to be admitted as a member of the Corporation; and
- (4) as required, prepare the examinations referred to in section 11.2 of the Master Pipe-Mechanics Act whose subject matter pertains to administrative and technical knowledge.

72. The quorum for a meeting of the membership committee is six members.

However, no vote may be taken on a matter concerning a building contractor's licence subcategory unless at least one member holding a licence that includes that subcategory is present at the meeting.

A committee member may not participate in the preparation of an examination unless the member is a guarantor for the building contractor's licence subcategory for which the examination is being held or for the subject in which the examination is being held.

73. Any person who directly or indirectly takes part in the preparation and administration of an examination is required to take the oath in Schedule I.

A member of the membership committee who contravenes this section or breaks the oath is dismissed, by resolution of the council.

§ 6. *Complaints committee*

74. The complaints committee is governed by the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec.

§ 7. *Committee on discipline*

75. The committee on discipline is governed by the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec.

§ 8. Appeals committee

76. The appeals committee is governed by the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec.

§ 9. Qualification committee

77. The qualification committee sits at three members. However, the quorum for a meeting of the committee is two members.

When the committee sits in review of a decision it has made, it may not include members who participated in the original decision.

Directors and members of the membership committee, complaints committee, committee on discipline or appeals committee are not eligible to serve on the qualification committee.

78. The qualification committee exercises its duties only when the Corporation has entered into an agreement under section 9.2 of the Act. The qualification committee

(1) hears and disposes of all professional qualification cases submitted to it in accordance with the agreement; and

(2) hears and disposes of all applications for review of decisions on professional qualification submitted to it.

79. A member of the qualification committee is required to take the oath in Schedule I.

A qualification committee member who contravenes this section or breaks the oath shall be dismissed by resolution of the council.

80. A member of the qualification committee who has a conflict of interest or a potential conflict of interest in a matter must disclose it to the committee and refrain from taking part in any action and decision of the committee relating to that matter.

81. Sections 44 and 46 to 60 of the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec apply to a meeting of the qualification committee, with the necessary modifications, except when the committee is sitting in review.

When the qualification committee sits in review, sections 44, 46 to 49 and 53 to 60 of the Regulation respecting the admission and discipline of members of the Corporation of Master Pipe-Mechanics of Québec apply, with the necessary modifications.

DIVISION VI
FINANCIAL

- 82.** The fiscal year of the Corporation is from the 1st of February to the 31st of January.
- 83.** As soon as possible after the fiscal year end, the books and financial statements of the Corporation must be audited by external auditors appointed by the council.
- 84.** All funds of the Corporation must be deposited in a chartered bank, credit union or trust company designated by resolution of the council.

The council must, by resolution, determine the persons authorized to sign all cheques, drafts or payment orders and all acceptances and bills of exchange on behalf of the Corporation. Two signatures are required.

- 85.** Unless otherwise provided in this Regulation, the council must, by general or special resolution, establish the approval and signing procedures for all contracts of the Corporation.
- 86.** Every member, director or employee of the Corporation who is in a position to receive or transact Corporation funds must have insurance, at the Corporation's expense, covering the performance of his or her duties and, as required, the reimbursement of sums of money he or she may receive.

DIVISION VII

GENERAL

- 87.** The seal of the Corporation is in the form determined by resolution of the council. The director general is responsible for the seal.
- 88.** The head office of the Corporation is in the territory of Ville de Montréal.
- 89.** The Corporation may use the French initialism «CMMTQ» to identify itself.

DIVISION VIII

TRANSITIONAL AND FINAL

- 90.** Officers in office on the date of coming into force of this Regulation remain in office until they are replaced as provided in Division III.
- 91.** Members of the qualification committee appointed before the date of coming into force of this Regulation continue to serve on the committee until the council exercises its powers under section 52.

Members of all the other committees listed in section 61, except the committee on discipline and the appeals committee, must be appointed by resolution of the council on the coming into force of this Regulation.

- 92.** Omitted.

SCHEDULE I

(s. 36, 64, 69, 73 and 79)

OATH OF OFFICE AND DISCRETION

I, _____, declare under oath that I will perform all my functions and duties as _____ of the Corporation of Master Pipe-Mechanics of Québec faithfully, impartially and honestly, to the best of my ability and knowledge.

I, _____, also declare under oath that I will not disclose or make known, unless authorized by law, anything of a confidential or privileged nature that may come to my knowledge in the performance of my functions.

Signed on _____

Signature