

To amend the current by-law 02 dealing with corporate structure, responsibilities of directors and relating generally to the conduct and affairs of the ORILLIA & DISTRICT CONSTRUCTION ASSOCIATION INC.

WHEREAS the Corporation was incorporated by the Letters Patent issued by the Director of the Ministry of Consumer and Commercial Relations of Ontario on the 15<sup>th</sup> day of April 1991, for the following objectives;

- a) To distribute information related to the construction industry to its members and to the public
- b) To promote a greater uniformity in the custom and usages of those engaged in the construction industry
- c) To promote a closer relationship and a better understanding between various branches of the construction industry.
- d) To promote trades and the construction industry to the upcoming generations.
- e) Assist in the construction industry, by bringing together the people and resources to foster their business needs.

BE IT ENACTED as a by-law of the Orillia & District Construction Association Inc. (the Corporation) as follows.

## **1.00 INTERPRETATION**

- 1.01 Definitions – In this By-law and all other by-laws and resolutions of the corporation, unless the context otherwise requires;
  - 1.01.01 The single includes the plural
  - 1.01.02 The masculine gender includes the feminine
  - 1.01.03 “Board” means the board of directors of the corporation
  - 1.01.04 “Corporations” means the Orillia & District Construction Association Inc.
  - 1.01.05 “Corporations Act” means the Corporations Act R.S.O 1980, Chapter 89, and any statute amending or enacted in substitution therefore, from time to time;
  - 1.01.06 “Officers/Directors” means the person who holds the office enumerated in section 5.01;
  - 1.01.07 “Past President” means the person whose term of office as president has most recently expired and who is willing to serve as such.
- 1.02 Corporations Act Definitions – All terms defined in the Corporations Act have the same meanings in the By-law and resolutions of the Corporation.

## **2.00 HEAD OFFICE**

2.01 Head Office – The head office of the corporation shall be in the City of Orillia, in the Province of Ontario and at such a place therein as the Board may from time to time

### **3.00 BOARD OF DIRECTORS**

3.01 Number – The affairs of the corporation shall be composed of nine (9) elected directors.

3.02 Elected Directors – Elected Directors, subject to the provisions of section 3.04 shall be elected in the manner set out in Article 5.00, each of whom, subject to the provisions of the Letters Patent (and Supplementary Letters Patens, it any), shall hold office for a two (2) year term, until the Annual General meeting ("A.G.M) two years after election to office when his successor shall be elected and qualified, except where the director takes a position as offices in which their term shall be set out in Article 4.07.

3.03 Qualifications – Each director shall;

3.03.01 Be at the date of, or become within ten days after, his election, and thereafter remain throughout his term, a member of the Corporation who is qualified by the terms of section 6.06 to hold office;

3.03.02 Be at least eighteen (18) years of age; and

3.03.03 Not be an undischarged bankrupt nor a mentally incompetent person. If a person ceased to be a member of the Corporation who's is qualified by the terms of section 6.06 to hold office, or becomes bankrupt or a mentally incompetent person, he thereupon ceases to be a director, and the vacancy so created my be filled in the manner prescribed in section 3.04.

3.04 Vacancies – So long as a quorum of the directors remains in office, a vacancy on the board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies of the board.

3.05 Removal of Directors – The members entitled to vote may, by resolution passed by at least two thirds (2/3) of the votes cast as a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

3.06 Quorum – A quorum for the transaction of business at meetings of the Board shall be five (5) members of the board.

3.07 Meetings – Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings

of the board may be called by the President, the Vice President or the Secretary/Treasurer or any two (2) directors. Board meetings shall be set monthly by the Board, with additional emergency meetings as determined by the president.

- 3.08 Notice – Subject to the provisions of section 4.09, notice of board meetings shall be delivered, mailed, telephoned, faxed or emailed to each director no less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary/Treasurer or President that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all directors are present or if those absent have signified their consent to the meeting being held without notice in their absence.
- 3.09 Regular Meetings – The Board may appoint ten (10) or more days in each month for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given.
- 3.10 Voting – Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any director. A declaration by the Chairman that a resolution has been carried and an entry to the effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the resolution.
- 3.11 Remuneration of Directors – The directors of the Corporation shall serve without remuneration
- 3.12 Indemnities of Directors – Every Director and officer of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall be from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:
- 3.12.01 All costs, charges, and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- 3.12.02 All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

- 3.13 Protection of Directors – No Directors or Officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of an other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed or invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen in the execution of the duties of his respective office or trust or in relation thereto by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.
- 3.14 Responsibility for Acts – The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized by the board.
- 3.15 Ex-Officio Directors – The Past President shall be ex-officio a director of the Corporation
- 3.16 Others Present – Such others as the Board may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a director, to notice of, and personally or by his delegate to attend and to speak at meetings of the Board, but shall not be entitled to a vote thereat.

#### **4.00 OFFICERS**

- 4.01 Officers – There shall be a President, Vice-President, Secretary/Treasurer (who will be elected by the board from among their numbers) and the Past President. One (1) person may not hold more than one office.
- 4.02 President – The President shall, when present, preside at all meetings of the Board and members. The President shall supervise the affairs and operations of the corporation, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident in his office.
- 4.03 Vice-President – During the absence or the inability to act of the President, his duties or powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability

to act of the President shall be presumed with reference thereto. The Vice-President shall perform the other duties from time to time prescribed by the Board or incident in his office.

- 4.04 Secretary/Treasurer – The Secretary/Treasurer shall assist in whatever way possible the Corporations Administrative Person in performing the following duties. The Secretary/Treasurer shall attend all meetings of the Board and members to record all the facts and minutes of those proceedings in the books kept for that purpose and shall provide a copy of such minutes to each director. He shall give all notices required to be given to members and to directors. He shall be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation. He shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time as designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore and shall render to the board, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the corporation. He shall co-operate with the auditors of the corporation during any audit of the accounts of the Corporation and perform the other duties prescribed from time to time by the Board or incident to his office.
- 4.05 Past President – The Past President shall perform from time to time the duties prescribed by the Board, and may perform such additional duties as may be requested of him by the President.
- 4.06** Other Officers/Directors – The board may appoint other officers, including without limitation, Honorary Officers, and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes
- 4.07 Terms of Office – The terms of office shall be as follows;
- 4.07.01 The president shall hold office for a term of up to two (2) years from the date of commencement thereof or until otherwise terminated.
- 4.07.02 The Vice-President shall hold office for a term of up to two (2) years from the date of commencement thereof or until otherwise terminated. (or such earlier time as the President term shall terminate) and thereafter become President.
- 4.07.03 The Director shall hold office for a term of one (1) year from the date of commencement thereof or until otherwise terminated.

4.07.04 The Secretary/Treasurer shall hold office until position is.....need assistance in wording not a one year term

## **5.00 ELECTION OF BOARD**

- 5.01 Elections – Prior to the AGM the Board will invite, the Board will determine the number of director's positions vacant on the Board for the upcoming term. Directors shall be elected by and from among the members eligible to vote and to hold office.
- 5.02 Nominations – Candidates for the office of director shall include;
- 5.02.01 The slate of Candidates for office proposed by the board; and
  - 5.02.02 The persons whose names are put in nomination by any member entitles to vote at any time before nominations are closed.
  - 5.02.03 All nominations are required to be issued to the Board by November 30th of the previous year.
- 5.03 Election Method
- 5.03.01 The number of candidates is equal to the number of offices to be filled, the nominees shall be declared elected; and
  - 5.03.02 The number of candidates nominated is greater that the number of offices to be filled, the election shall be by ballot by December 31 of the previous year
- 5.04 Forms – The board may prescribe the form of nomination paper /digital and the form of a ballot.

## **6.00 MEMBERSHIP**

- 6.01 Membership – Subject to the approval of the Board, membership in the association shall be open to such corporations, companies, partnership and individuals as may come within the scope of one or more of the classes of membership set out in Section 6.02, who are of good repute and who, in the opinion of the section in which they would be eligible, posses honesty, integrity, financial responsibility and experience in the work covered by the Section in which they seek membership.
- 6.02 Classes – There shall be three (3) classes of membership of the Corporation, Members may designate in which section they desire to be represented and for a fee, which may be set by the Board, may be listed in more than one section in the Trade Directory. The classes are described as;
- 6.02.01 General Contractors – Shall include all contractors handling one ore more of the basic trades such as Masonry, Carpentry, Concrete Work, being those who normally take prime contracts

- involving the letting of sub-contracts and coordinating trade contractors;
- 6.02.02 Trade Contractors Section – Shall include all contractors known as trade contractors or sub-contractors. With the approval of the Board of Directors and the Trade Contractors Section, separate trades composing the Section may be divided and may for their own individual sub-section for the purpose of more effective dealing with the problems peculiar to their own particular trade. Notwithstanding the above, any representative made by individual groups shall be made only through the Trade Contractors Section.
- 6.02.03 Manufacturers, Supply and Services Section – Shall include all those firms or individuals having contact with building industry not coming within the scope of General Contractors Section and Trade Contractors Section, and may be divided into three classes;
- 6.03 Applications - Applications for membership shall be made in the following manner:
- 6.03.01 In writing or online upon the form adopted and provided by the Corporation to be signed by the applicant. Fees to be provided to Board at time of approval, the amount of the membership fee in force at the time of application.
- 6.03.02 A two-thirds majority of the Board present at a meeting shall be necessary for the acceptance of the application.
- 6.04 Honorary Members - From time to time, the Board may admit for life or lesser term without payment of any fee or assessment as an Honorary Member a person who, in the opinion of the Board, has made an outstanding contribution to the development of the Corporation.
- 6.05 Voting Classes - No person who is not a Member shall be entitled to vote in any proceedings of the Corporation.
- 6.06 Holding Office - No person who is not a Member shall be qualified to hold office in the Corporation as a director.
- 6.07 Transfer of Membership - Except for the transfer of membership from one class to another's otherwise provided in the by-laws of the Corporation, if at all, a membership in the Corporation is not transferable.
- 6.08 Revocation of Membership - Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at any annual or other general meeting of members.

- 6.09 Termination of Membership - A membership in the Corporation automatically terminates upon the happening of any of the following events:
- 6.09.01 If the person, in writing, resigns as a member of the Corporation;
  - 6.09.02 If the member dies;
  - 6.09.03 If a person is expelled from the Corporation pursuant to section 6.08;
  - 6.09.04 If an assessment under the authority of section 6.10 remains unpaid for more than sixty (60) days after notice of the assessment has been given to the member; or
  - 6.09.05 If a person no longer falls within one of the classes of membership set out above in section 6.02.
- Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 6.10 prior to termination of his membership.
- 6.10 Membership Dues - Membership dues, assessments and similar obligations ("assessments") may only be levied if authorized by a majority of the members of the Board. Notice of an assessment shall be mailed to each member. Provided, however, that no assessments may be levied against any Honorary Member. The Board shall determine the Annual Dues of active members. They shall become due and payable within 30 days upon presentation of invoice from the Corporation. The dues of groups or trade associations that may be admitted to active membership as provided for in the constitution shall be determined by the Board after due consideration has been given to the service and use they make of the Corporation facilities.
- 6.11 Liability of Members - Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.
- 6.12 Annual Meeting - The A.G.M. of the members shall be held during the month of January in each year, or as soon thereafter as practicable, within Ontario, at a time, place and date determined by the Board, for the purposes of:
- 6.12.01 Hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Corporation at an annual meeting;
  - 6.12.02 Electing such directors as are to be elected at such annual meeting;
  - 6.12.03 The transaction of any other business properly brought before the meeting.
- 6.13 General Meetings - The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is



specified in the notice calling the meeting. A general meeting of members may also be called by the members as provided in the Corporations Act.

- 6.14 Notice of Meetings - Notice of the time, place and date of Annual General Meetings of members and the general nature of the business to be transacted shall be given four weeks notice in advance in writing and ten days in advance in writing of a special meeting of members.
- 6.15 Quorum - Twenty (20) members present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business. PROVIDED HOWEVER that where;
- 6.15.01 Less than twenty (20), but two (2) or more, persons are present in person after one-half (1/2) hour after the commencement time specified in the notice calling the meeting of members; and
- 6.15.02 The business trans-acted is limited to the selection of a Chairman and Secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.
- 6.15.03 PROVIDED FURTHER that at the meeting at the date, time and place specified in the motion to adjourn referred to in subsection 6.15.02, numbers of persons present required for quorum shall be divided by two.
- 6.16 Voting by Members - Unless otherwise required by the provisions of the Corporations Act or the By-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chairman presiding at the meeting has a second or casting vote.
- 6.17 Proxies - Every member, including a corporate member, entitled to vote at meetings of members may by means of a proxy appoint a person, who need not be a member, as his nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. A proxy shall be in writing, shall be executed by the member entitled to vote or his attorney authorized in writing, or, if the member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and ceases to be valid one year from its date. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the Chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.

- 6.18 Show of Hands - At all meetings of members every question shall be decided by a show of hands, unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairman or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxy holder for a member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- 6.19 Chairman - In the absence of the President or the Vice-President, the members entitled to vote present at any meeting of members shall choose another director as Chairman and if no director is present or if all the directors present decline to act as Chairman, the members present shall choose one of their number to be Chairman.
- 6.20 Polls - If at any meeting a poll is requested on the election of a Chairman or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairman directs. The result of a poll shall be withdrawn at any time prior to the taking of the poll.
- 6.21 Adjournments - Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## **7.00 COMMITTEES**

- 7.01 Committees - The Board shall establish such committees (including an Executive Committee) necessary for the appropriate operation of the Corporation's activities.
- 7.02 Ad Hoc Committees - There may be such Ad Hoc Committees and for such purposes as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:
- 7.02.01 The delivery of its report;
  - 7.02.02 The completion of its assigned task;
  - 7.02.03 A change in the membership of the Board by which it was constituted; or
  - 7.02.04 A resolution to that effect of the Board by which it was constituted; whichever first occurs.

PROVIDED HOWEVER that, in the case of termination pursuant to subsection 7.02.03, the Board may, by resolution, continue such Ad Hoc Committee.

- 7.03 Restrictions - Except as otherwise provided by by-law of the Corporation, all committees are subject to the following:
- 7.03.01 The Chairman and members shall be appointed by the Board from among the members of the Corporation who are qualified to hold office, for a term of one (1) year, and may be reappointed for one or more additional terms of one (1) year;
  - 7.03.02 The Committee shall meet at least annually, and more frequently at the will of its Chairman or as required by its terms of reference, and as requested by the Board;
  - 7.03.03 The Committee shall be responsible to, and report after each meeting to, the Board;
  - 7.03.04 The Committee may establish its own rules of procedure and may appoint subcommittees.
- 7.04 Nominating Committee - The Nominating Committee (when one exists) shall:
- 7.04.01 Prepare a slate of one or more candidates for each director's position which will be vacant and for which an election is to be held at or prior to the AGM;
  - 7.04.02 Accept any additional written nominations for director any time prior to the holding of annual elections, but this does not preclude the Chairman of the annual meeting from accepting further nominations from the floor at the time of the election;
  - 7.04.03 Make recommendations to the Board, names of persons to fill vacancies on the Board or on committees that occur throughout the year.

## **8.00 EXECUTION OF DOCUMENTS**

- 8.01 Cheques, Drafts, Notes, Etc. - All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.
- 8.02 Execution of Documents - Documents requiring execution by the Corporation may be signed by the President or the Vice-President and the Secretary/Treasurer or any two (2) Directors, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents.

- 8.03 Books and Records - The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

## **9.00 BANKING ARRANGEMENTS**

- 9.01 Banking Arrangements - The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:
- 9.01.01 Operate the Corporation's accounts with the banker;
  - 9.01.02 Make, sign, draw, accept, endorse, negotiate, lodge, deposit or, transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and
  - 9.01.03 Orders for the payment of money;
  - 9.01.04 Issue receipts for and orders relating to any property of the Corporation;
  - 9.01.05 Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
  - 9.01.06 Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.
- 9.02 Deposit of Securities - The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians of the Board, shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **10.00 BORROWING BY THE CORPORATION**

- 10.01 Borrowing, Issuing Debt Obligations and Securing Liabilities Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:
- 10.01.01 Borrow money on the credit of the Corporation;
  - 10.01.02 Issue, sell or pledge securities of the Corporation; or
  - 10.01.03 Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any

securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;  
Provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

10.02 Alternate Signatories - From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation .

## **11.00 FINANCIAL YEAR**

11.01 Financial Year - The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

## **12.00 NOTICE**

12.01 Computation of Time - In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.