

BY-LAWS

The Ottawa Construction Association L'Association de la Construction d'Ottawa

NAME

Section 1 – The Association shall be known as “The Ottawa Construction Association” or L’Association de la Construction d’Ottawa,” hereinafter referred to as the Association.

PLACE

Section 2 - The Head Office of the Association shall be in the **City of Ottawa** at such locations as may be determined from time to time by the Directors.

OBJECTS

Section 3 – (a) To foster and advance the interests of those who are engaged in any branch of the construction industry.

(b) To represent the members of the Association in any matters pertaining to the construction industry, and to enter into such agreements as may appear to be in the best interest of the construction industry.

(c) Maintain and promote high standards in the construction industry.

(d) To promote suitable and desirable legislation affecting the industry in all its branches, and to provide liaison with Governments for any contemplated legislation by municipal, provincial or federal authorities, insofar as the same may affect the construction industry.

(e) To achieve a closer relationship and a better understanding between the various branches of the industry and to improve and bring about a great uniformity in the customs, usages, methods and practice of those engaged in the construction industry.

(f) To provide for the dissemination of information of use to Association members.

(g) To do all such things as may directly or indirectly seem to be incidental, conducive, convenient or proper for the accomplishment of the purposes of the attainment of the objectives of the Association, or expedient for the protection or benefit of the members.

MEMBERSHIP

Section 4 - Membership in the Association shall be open to any person or firm engaged in the construction industry. For clarification as to benefit entitlement, the member firm as well as their employees are considered to be members and entitled to all Association services and benefits. The initiation fees, dues and assessments shall not be discriminatory. Membership shall be divided into two classes, voting and non-voting.

(b) Membership in the Association shall not be open to any organization of employees formed for purposes that include the regulation of relations between employees and employers nor to any individual, firm or corporation controlled or directed by such organization.

VOTING MEMBERS

Section 5 – Voting members shall be divided into two groups, Active and Life. An active member shall be a person or firm who has filled the requirements for membership as outlined in Section 4. They shall be entitled to all the privileges of the Association. An active member shall have one vote only in the affairs of the Association.

(b) **Life Members** –Life membership in the Association will be granted at the sole discretion of the Board of Directors as an expression of appreciation for distinguished services to or in the interests of the Association. There shall be no fees attached to Life Membership. Life Members shall at all time have a voice in the affairs of the Association and shall be eligible to hold office.

NON-VOTING MEMBERS

Section 6 – Any group of individuals, firms or corporations engaged in the construction industry and organized into such bodies as Trade Associations, or branches of Trade Associations, shall be eligible for membership

in this Association under such terms and conditions as may be determined by the Board of Directors. In any case, such a group of individuals, firms or corporations shall not have a voice in the affairs of the Association nor be eligible to hold office.

APPLICATION FOR MEMBERSHIP

Section 7 – Application for membership shall be made in the following manner:

(a) In either electronic or hardcopy format with all membership required information as stipulated by the Board of Directors inclusive with acknowledgement of the Association's By-laws regarding Obligations of Membership. The application to be accompanied by the amount of the initiation fee, annual dues and any other special assessment in force at the time of application.

(b) Any application shall be presented to the Board of Directors for approval.

OBLIGATIONS OF MEMBERSHIP

Section 8 – All members of the Association are expected to abide by ethical and industry standard best practices and shall be subject to the By-Laws and abide by such rules and regulations as may from time to time be established, either by the Association or the section to which they may belong.

Members will be required to acknowledge receipt of and understanding of the Association's By-laws and any rules or regulations that have been established. Members agree to operate their firm in accordance with the spirit and intent of these By-Laws, rules and regulations. Violation by any member of any of the by-laws, rules or regulations is subject to disciplinary action as set out in Section 42 of these by-laws.

MEMBERSHIP SECTIONS

Section 9 – Membership in the Association shall be divided into five sections as follows:

General Contractors Section: Shall include all contractors who normally take prime contracts of a building construction nature.

Trade Contractors Section: Shall include all contractors except mechanical or electrical contractors, usually known as trade contractors or sub-contractors. If deemed advisable separate trades composing this section may be divided into and may attain their own individual divisions for the purpose of more effectively dealing with the problems peculiar to their own particular trade.

Mechanical and Electrical Section: Shall include all contractors whose responsibility customarily lies within the mechanical or electrical sections of specifications.

Manufacturers, Suppliers, Service and Professional Section: Shall include all those firms or individuals having contact with the construction industry, not coming within the scope of General Contractors, Trade Contractors, Road Builders & Heavy Construction Contractors or Mechanical/Electrical Contractors. They may be divided into four divisions as follows:

- (a) Manufacturers;
- (b) Material and supply companies or individuals
- (c) Services including Bonding Companies, Credit Information Companies Trade Journal Publishing Companies, Insurance Companies and all other firms or individuals having direct or indirect contact with the construction industry.
- (d) Professional, e.g. Architects, Engineers, Accountants, etc.

Road Builders & Heavy Construction Section: Shall include all contractors who normally work within the roadbuilding and heavy construction sector and/or undertake road and bridge construction, earth moving, paving, sewer and watermain construction.

MEMBERSHIP SECTION MEETINGS

Section 10 - Section Meetings shall be held at such time and place as may be decided on by the Section Chair, or may be called by any five members of the Section when such request is made in writing by mail or electronic means stating the nature of the business to be brought before the meeting.

SEAL

Section 11 – The Association shall have an official seal which shall be authenticated by the signature of any two of the signing officers.

BOARD OF DIRECTORS COMPOSITION

Section 12 – The business of the Association shall be conducted and managed by a Board of Directors consisting of sixteen (16) Directors and the Senior Staff person.

Six (6) of the Directors shall be Board members by virtue of their Executive Officer position and appointed by the Board as set out in this By-Law. The remaining ten (10) Directors shall be elected by the membership as set out in this By-Law.

ELECTION OF BOARD OF DIRECTORS

Section 13 – A total of ten (10) Directors – two (2) from each of the five (5) membership sections shall be elected from among the active members of the Association. A representative of a firm shall only be eligible to serve on the Board of Directors if he or she is an Executive Officer of the firm being represented.

An Executive Officer shall mean a Corporate Officer or Manager; a person holding an important position in an Executive capacity with discretionary authority; or a person acting as the local agent or branch representative of a member corporation.

Each Section shall hold a Section nomination meeting prior to the end of the year for the primary purpose of nominating two Section members for the Board of Directors that will be presented at the annual general meeting for election.

Each of the 5 Sections will establish a Section Nominating Committee, made up of at least two Section members appointed by the Section Chair. Each Section Nominating Committee will establish a slate of Section Candidates to fill the 2 designated Section Director positions. This slate will be published and circulated to all Section members at least 21 days prior to the Section nomination meeting.

Independent nominations may be made for a Section Director position. Independent nominations shall require the support of 3 Section members and be submitted to the General Manager at least 14 days prior to the Section election meeting.

No nominations from the floor will be accepted.

If independent nominations are received, these individuals shall become candidates, and their names shall be placed on a ballot along with the 2 nominees for Section Director positions and communicated to the membership in advance of the Section nominating meeting.

Each Section member shall be entitled to vote for the two (2) nominees they wish to be included on the slate of candidates either in person at the Section meeting or by a duly appointed proxy as per section 37.

The 2 individuals with the highest votes will assume the two Section Director positions on the slate of candidates that will be presented at the next annual general meeting for election.

At the Annual General Meeting the outgoing Chair of the OCA shall present to the members the slate of ten (10) section nominations for election as Directors.

In the event that the members vote for the slate of ten section nominees at the annual general meeting, those nominees shall become the elected directors of the Association.

In the event that the members vote down the slate of ten section nominees at the annual general meeting, the Chair of the meeting shall finish the remainder of the business on the agenda or arising at the meeting, and shall adjourn the meeting and the section nomination and election process as set forth above shall recommence and continue until such time as a slate of nominees is elected.

Section 14 – The Directors shall serve without remuneration and shall hold office for one year from the Annual Meeting until the next Annual Meeting.

Section 15 – The Office of a Director shall automatically be vacated if the Director:

- (a) becomes bankrupt, or suspends payments or compounds with creditors, or makes an assignment for the benefit of creditors.
- (b) ceases to be a member of the Association or the corporation, company or partnership the Director represents ceases to be a member of the Association or terminates the employment of its representative.
- (c) Notifies the Association in writing of his/her resignation.
- (d) is absent from three (3) or more meetings, without reasonable justification.

Section 16 – In the event of the death of a Director or his/her inability or incapacity to act from any cause whatever or other casual vacancies in the board of Directors, the same may be filled for the unexpired term by the other members of the Board or a replacement director may be appointed by the Board for the unexpired term from among the Active members of the Association.

Section 17 – The Board of Directors shall meet on at least eight occasions between the Annual Meetings at such time and place as may be determined by the Chair. The Chair shall call a meeting of the Board of Directors if so requested by five Directors.

EXECUTIVE OFFICERS & EXECUTIVE COMMITTEE

Section 18 – The officers of the Association shall consist of the Chair, 1st Vice-Chair, 2nd Vice-Chair, the 1st Past Chair, Honourary Treasurer, Honourary Secretary and the Senior Staff person. Each of the 5 Membership Sections will be represented by one of the Officer positions and shall hold the title of Section Chair. The Past Chair is excluded from being a Section Chair.

Section 19 – The Chair, 1st Vice-Chair, 2nd Vice-Chair, Honourary Treasurer, Honourary Secretary, the 1st Past Chair and the Senior Staff person shall constitute the Executive Committee which shall meet at the call of the Board Chair at anytime between meetings of the Board of Directors.

EXECUTIVE OFFICER SELECTION & APPOINTMENT PROCESS

Section 20 – Officers shall be appointed by the Board of Directors for a term of six years, spending one year in each of the Officer's positions, in the following progression:

- Year One: Secretary
- Year Two: Treasurer
- Year Three: 2nd Vice-Chair
- Year Four: 1st Vice Chair
- Year Five: Chair
- Year Six: Past Chair

To fill the vacancy created by the annual progression of Officers as well as confirm the continued commitment of sitting Officers, the Executive Committee shall meet sufficiently in advance of the Section Nomination process to prepare the slate of Executive Officers for the coming year including the vacant Secretary Officer position.

Every effort should be made by the Executive Committee to ensure the position of Chair, 1st and 2nd Vice-Chair, Honourary Treasurer and Honourary Secretary are rotated as equally as possible between the five designated OCA Sections.

The Chair will present the slate of Executive Officers to the October Board of Directors meeting for approval by the Board. Should the Board of Directors decline to approve the Executive Committee nominee the process described above will be repeated until the Board approves the slate of Executive Officers for the coming year including the vacant Secretary Officer position.

DUTIES OF OFFICERS

General

Section 21 – The affairs of the Association shall be managed in the best interests of the construction industry and the membership at large.

CHAIR OF THE BOARD

Section 22 – The Chair of the Board shall be the senior elected official of the Association and, as such, shall assume general supervisory responsibilities of the Association, its officers, directors and the Senior Staff person.

The Chair shall preside at all board meetings, Executive Committee meetings, the Annual Meeting and any other meetings deemed necessary.

The Chair shall sign all required documents, be an ex-officio member of all committees and perform any other duties that can reasonably be expected of the Association's senior official.

VICE-CHAIR

Section 23 – In the absence of the Chair, the 1st Vice-Chair shall perform such duties as the Chair would otherwise perform and in the absence of the Chair and the 1st Vice-Chair then the 2nd Vice-Chair shall perform said duties. In the absence of the Chair, plus the 1st and 2nd Vice-Chair, the Honourary Treasurer shall perform said duties. In the absence of the Chair, the two Vice-Chairs and the Honourary Treasurer, the Honourary Secretary shall perform said duties.

HONOURARY TREASURER

Section 24 – The Honourary Treasurer shall be responsible to report on all transactions and the financial position of the Association and shall make a full report of the same to the Annual Meeting and also at the Regular Meetings of the Board or at any time upon demand. The Treasurer shall submit a report from an auditor or firm of auditors whose appointment shall be made in accordance with Section 30.

HONOURARY SECRETARY

Section 25 – The Honourary Secretary shall be familiar with the rules and regulations governing the procedures to be followed at Board meetings and shall advise the Chair on matters of procedure, and, in the event of any dispute as to proper procedure shall rule as to the direction to be followed.

The Honourary Secretary shall perform such duties as the Chair may assign.

PRESIDENT AND GENERAL MANAGER

Section 26 – The President and General Manager of the Association shall be the Senior Staff person of the Association and, as such, shall spend his or her time and effort in organizing and promoting the business of the Association.

The President shall communicate with all levels of government, agencies, groups and individuals as required and, in such manner, so as to reflect the best interest of the Association at all times.

The President shall ensure the Association has an effective committee system; that the Administrative function is well organized and responsible for the personnel employed therein; that all required publications and documents are produced or maintained effectively as required and that the building is managed and maintained effectively and efficiently. The President shall have custody of the Association seal.

SIGNING OFFICERS

Section 27 – The Chair, the 1st Vice-Chair, the 2nd Vice-Chair, the Honourary Treasurer, the Honourary Secretary, the Past Chair and the Senior Staff person shall be authorized to sign cheques and attend to all banking matters. It is necessary for any two of these officers to sign cheques and documents.

BONDS

Section 28 – The signing officers and staff of the Association shall be bonded in such sum as the Board of Directors may from time to time direct.

POWERS OF THE BOARD

Section 29 – (a) The Board of Directors shall have power to make, alter and repeal all By-Laws necessary for the due regulations of the affairs of the Association but subject to the approval of the same at the next General Meeting of the Association, or at a Special Meeting which may be called for this purpose.

(b) The Board of Directors shall have power to employ or discharge and fix the compensation of all persons appointed to perform any duty for them.

(c) They shall have power to pass and approve payments of all accounts.

(d) They shall have power to determine the annual fees of the Association.

(e) They shall have power to borrow money upon the credit of the Association in such amounts and upon such terms as may be deemed necessary. They may hypothecate, mortgage, charge, transfer or pledge any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings or franchises of the Association, to secure any such bonds, debentures, stocks, or other securities or any liability of the Association.

(f) They shall have the power to hold real estate and property on behalf of the Association.

(g) They shall have the power to delegate to the Executive Committee, from time to time, any of their powers.

AUDITOR

Section 30 – An auditor or firm of auditors shall be appointed at the Annual Meeting to make an annual review of the financial statements, all accounts, books and vouchers of the Association and shall submit same to the Board of Directors through the Honourary Treasurer in time for the Annual Meeting.

ANNUAL & GENERAL MEETINGS

Section 31 – The Annual Meeting of the Association shall be held within 90 days of the Association's fiscal year-end or such other time and place as may be decided from time to time by the Directors. A minimum of 14 days notice shall be communicated to the member, but the non-receipt of such notice by any member shall not invalidate the proceedings of any General Meeting.

Section 32 – Other meetings of the Association shall be held at the discretion of the Board of Directors, at which time the affairs of the Association may be discussed for the benefit of its members.

Section 33 – Should 25 or more members request a General Meeting of the Association for the purpose of discussing a specific item or group of items, the Chair shall call a meeting accordingly.

Five clear days notice shall be given the membership and only the specific item(s) shall be considered.

Section 34 – All notices of meetings required to be given by the By-Laws of the Association shall be sent by mail or electronic means.

QUORUM

Section 35 – (a) Eight members of the Board of Directors present at a meeting thereafter shall constitute a quorum of the said Board.

(b) Twenty members present at any General Meeting of the Association shall constitute a quorum.

(c) The presence of the appointed Chair or Vice-Chair and three members of the Section shall constitute a quorum at any Section Meeting.

(d) If a quorum should not be present at the time specified for a meeting such meeting shall be adjourned.

VOTES

Section 36 – (a) Every Active and Life Member shall have one vote.

(b) At every meeting of the Association a resolution put to the vote of the meeting shall be decided by a show of hands by a majority of the members present entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded. Unless a poll be demanded, a declaration by the Chair that a resolution has been carried, or has been carried by a particular majority, or has been lost shall be conclusive, and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against the resolution.

(c) If a poll were demanded in the manner aforesaid, it shall be taken at such time and place and in such manner as the Chair shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(d) In the case of an equality of votes, either on a show of hands, or at the poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded, as the case may be, shall be entitled to a casting vote in addition to any vote which he may have as a member or as a proxy for a member.

PROXY

Section 37 – Voting at the Annual Meeting or year-end Section Nomination Meetings may be in person or by a duly appointed proxy. No write-in votes shall be allowed. Official proxy forms shall be available from the General Manager. Proxies must bear the signature of the appointer and shall be attested by at least one witness.

No person shall be appointed a proxy who is not a member of the Association. Duly completed proxies must be delivered to the office of the General Manager of the Association at least 3 days prior to the Meeting for which it is intended to be used.

COMMITTEES

Section 38 – (a) The Board of Directors may establish or cancel committees, as it may deem advisable.

(b) The Board of Directors shall determine the Chair, composition and terms of reference of all committees.

FEES AND DUES

Section 39 – The annual dues of Active members shall be determined by the Board of Directors. Such dues shall become due and payable within thirty days from presentation of invoice.

RESIGNATIONS

Section 40 - Should a member wish to withdraw or cancel his/her membership with the Association, the member shall pay all outstanding dues up to the date of the resignation, present the resignation in writing to the Board of Directors and return any membership certificate which has been issued.

NON-PAYMENT OF DUES

Section 41 – (a) If any member shall fail to pay the annual dues within three months after same have become due, notice by mail or by electronic means shall be sent and if after such notice the dues be not paid within thirty days, such member shall be suspended from all privileges of membership.

The Board of Directors may, for cause deemed by it sufficient, extend the time for payment and for the application of these penalties, and may reinstate such member upon payment of all arrears.

(b) No member who is in arrears with dues shall be entitled to vote.

(c) If a member continues in arrears of membership dues after notice has been given and after the end of an extension of time for payment granted by the Board of Directors; if any, then the membership shall be cancelled.

DISCIPLINARY ACTION

Section 42 - If any member of the Association is accused of violating ethical and industry standard best practices or these By-Laws or any such rules and regulations set by the Association in a manner that is detrimental to his/her fellow members the member shall be invited to appear before the Board of Directors. If the Board finds the accusation is substantiated it may suspend, expel or otherwise discipline the accused member. If the accused member declines to appear at the appointed time the Board of Directors may proceed to take such action as it may see fit.

DISSOLUTION

Section 43 – In the event the affairs of the Association are to be terminated, or on the dissolution of the Association in any manner by law, then after discharge of all Association debts and liabilities, any remaining assets shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act (Canada), such as recognized charities, tax exempt institutions or organizations with similar objects that qualify them as tax exempt, non-profit organizations (as designated and determined by the outgoing Board of Directors).