



CALL FOR NOMINATIONS

2023/24 VRCA Board of Directors

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The Vancouver Regional Construction Association

The VRCA is grateful for the interest and commitment of its members seeking election to the 2023/24 Board of Directors. The VRCA is its members. This is your VRCA. The Association does not exist outside of membership, which magnifies the critical importance and value of a diverse and independently representative Board of Directors. Service on the VRCA Board means leadership in one of Canada's largest and most influential construction entities.

With over 750 member organizations, the Vancouver Regional Construction Association ("VRCA") is British Columbia's largest and most inclusive regional construction association. VRCA provides the resources that support our members' ability to be informed, productive, and competitive, connecting people and facilitating opportunities to leverage our collective knowledge and strength.

Proudly representing the true breadth and depth of the Lower Mainland's construction industry, VRCA is comprised of union and open-shop businesses of all political affiliations, in BC's industrial, commercial, institutional, and high-rise residential construction industry.

A Four-Division Association

The following four divisions are the foundation of the VRCA:

General Contractors Division

Trade Contractors Division

Manufacturers and Suppliers Division

Professional Services Division

Elected from the members of the Board of Directors, each Division has a Division Council comprised of a Chair plus a minimum of one Vice Chair. At the first Board of Directors meeting following the Annual General Meeting, each Division Chair and 1st Vice Chair are elected by the Board and by the directors who are members of the respective Divisions. Each Division may then elect a 2nd Vice Chair at a meeting of its members.



VRCA Board Governance, Structure, and Terms

The VRCA Board is a volunteer, governance Board, and not a paid, working, or operational board. With the expiration of two current directors' three-year terms, and with the appointment of a Secretary Treasurer from the current members of the Board, three (3) new Directors will be duly elected to the Board **February 7, 2023**, each for a three-year term.

Fair and equitable representation of all four divisions on the VRCA Board of Directors includes 14 volunteer directors, maintaining a minimum of two directors from each Division and a maximum of six directors from any Division, as follows:

1. **General Contractors Division:** minimum two directors; maximum six directors
2. **Trade Contractors Division:** minimum two directors; maximum six directors
3. **Manufacturers and Suppliers Division:** minimum two directors; maximum six directors
4. **Professional Services Division:** minimum two directors; maximum six directors
5. **Directors at Large:** maximum four directors
6. **Past Chair of the VRCA YCL Committee:** one director
7. **Board Executive:**
 - Past Chair
 - Chair
 - Vice Chair
 - Secretary Treasurer

The Board of Directors, outside of the four members of the Board Executive, maintains a relatively even distribution of members across remaining term durations of one-, two-, and three-year terms, to ensure continuity in director succession. The 2023/24 Board term-distribution will be as follows, with a potential variation based on the appointment of one current director to the Executive Board role of Secretary Treasurer:

Director	Years Remaining in Term		
	1	2	3
Current Director	•		
Current Director	•		
Current Director	•		
YCL Past Chair	•		
Current Director		•	
Current Director		•	
Current Director		•	
New Director			•
New Director			•
New Director			•
Per cent of term length remaining	40%	30%	30%



Eligibility

To be eligible to serve as a Director on the Board, you must work for a VRCA Member in Good Standing, with voting rights, in one of the following four divisions:

- General Contractors
- Trade Contractors
- Manufacturers and Suppliers
- Professional Services (Professional Premium only, to satisfy requirement of full voting rights)

2023/24 VRCA Board of Directors	Division	Term Expiry Year
Executive: Past Chair	PS	Feb 2024
Executive: Chair	TC	Feb 2025
Executive: Vice Chair	TC	Feb 2026
Executive: Secretary/Treasurer – movement from returning Directors		Feb 2027
YCL Past Chair: one-year appointment	MS	Feb 2024
Returning Director	GC	Feb 2024
Returning Director	MS	Feb 2024
Returning Director	TC	Feb 2024
Returning Director	PS	Feb 2025
Returning Director	MS	Feb 2025
Returning Director	GC	Feb 2025
Returning Director	TC	Feb 2025
1. New Director (movement of returning director to Secretary /Treasurer)		Feb 2026
2. New Director		Feb 2026
3. New Director		Feb 2026

Director Competencies

VRCA evolves in line with the industry it supports and represents. The Board of Directors comprise industry leaders, recognized by their peers as progressive and experienced, who can envision how the industry will continue to evolve and how VRCA shall respond to best support its members.

Directors play a vital role in ensuring the success and effectiveness of the organization. VRCA's Director Competency Matrix is a tool that allows the association to communicate the core and desired knowledge, skills, and experience it requires of its Board of Directors, ensuring that the current and future bench strength of the Board of Directors is in line with Association needs. All Board of Directors nominees are required to confirm the extent of their knowledge, skills, and experience in line with the following criteria.

Core Board Knowledge, Skills, and Experience

- Board governance
- CEO/enterprise leadership
- Financial experience
- Industry/sector experience

Desired Board Knowledge, Skills, and Experience

- Accounting/audit
- Advocacy/communications
- Business development
- Construction innovation
- Diversity and inclusion
- Fundraising
- Government relations
- Human Resources/performance management/compensation
- Information technology/e-commerce/privacy regulations
- Legal/regulatory including insurance
- Member relations
- Operational and organizational activities
- Project management
- Risk and control
- Sales and marketing
- Stakeholder relations
- Strategic planning

Director Integrity, Responsibilities, and Commitment

Competition Act

The Vancouver Regional Construction Association assigns the highest priority to full compliance with both the letter and the spirit of the Competition Act, and it is vital that all meetings be conducted in a manner consistent with that policy. During Association meetings and programs, the VRCA shall not condone or permit any discussions, official or unofficial, of price-fixing, boycotts, refusals to deal, blacklisting, market allocation, supply restrictions or other anti-competitive activity. If at any time during a meeting the Association staff or any member present believes that a sensitive topic under the Act is being discussed, or is about to be discussed, they shall so advise the Chair of the meeting and ask that further discussions cease. Attendees at all meetings shall likewise not hesitate to voice any concerns they may have in this regard. Any discussion or commercial dealings with one's competitors may create the appearance of a Competition Act violation, even though none may exist. Therefore, such discussions shall be avoided at all times before, during and after all meeting.

In exercising the powers and performing the functions of a director, a director must:

- Act honestly and in good faith and in the best interests of the Association, and
- Exercise the care, diligence, and skill of a reasonably prudent person.

While complying with the above requirements, a director must contribute to board effectiveness and fulfil legal and regulatory responsibilities as follows:

Board Effectiveness

- Participate actively in the business of the Board and provide visionary leadership and direction to the organization, while ensuring it fulfills its obligations to its stakeholders and its legal and regulatory requirements.
- Oversee the management of the affairs and business of the organization.
- Ensure compliance with relevant acts, regulations, articles, bylaws, constitution and Board policies.
- Stay informed on matters relevant to governing the organization.

Board Meetings

- Make an honest effort to attend all Board meetings and to notify the Chair of your inability to attend any Board meeting, prior to the meeting.
- Read Board Packages prior to Board meetings and be prepared to discuss agenda items and participate in potential votes.
- If it becomes apparent that you are likely to miss several Board meetings and are therefore unable to fulfill your obligations as a director, then you and the Chair shall consider whether it is prudent for you to continue as a director on the Board.
- If unable to attend a Board meeting, within one week inform yourself of the proceedings, decisions, and proposed actions decided upon at the missed meeting.

Board Discussions

- Follow the guidelines or rules for governance and conduct as agreed upon by the Board.
- Participate actively and constructively in the discussions of the Board.
- Express any contrary opinions or views you hold on matters under discussion or consideration by the Board. Once the Board has decided and/or acted on a matter, it is not constructive to the Board to inappropriately attempt to raise or discuss the matter at other times.

Board Communications

- Do not represent the interest of special groups or individuals over the interests of the organization.
- Do not speak or act as an individual on behalf of the board unless authorized to do so.
- Do not become involved in the management and operations of the organization other than through Board policy.

Legal and Regulatory Requirements

- Directors must know their legal rights and duties as well as protect themselves from exposure to legal liabilities. In common law, the level of skill expected of a director is “what may reasonably be expected of a person of his knowledge and experience”.
- Case law has emphasized that directors, as fiduciaries, owe a duty of utmost good faith to their society. Directors are obliged to account for the funds received by the association, as well as to safeguard the Association’s properties.
- While there are numerous federal and provincial statutes that impose duties on directors and officers of non-profit organizations, generally, there are three categories:
 - Employees and the workplace – the Employment Standards Act
 - Taxation – the Income Tax Act
 - Environment – the Canadian Environmental Protection Act or Waste Management Act

Commitment of Time

A member of the Board of Directors will be expected to attend all of four (4) regular Board meetings each year, with the possibility of additional special meetings as required, in addition to the Annual General Meeting. Board meetings are generally scheduled for a duration of 2.5 hours, with the potential of additionally required time.

Directors are expected to have read the confidential Board package, to be issued seven days prior to a regularly scheduled Board meeting. Directors are also expected to be prepared to discuss items as listed on the Agenda.

A minimum of three Division meetings annually, for each of the four divisions, will be attended by Board members on the Division Councils, with the expectation that all Board members make every effort to attend their Division’s meetings and promote and encourage attendance by member organizations.



The potential for additional Committee participation will be expected of Board members in currently existing Committees as well as potentially added Committees, based on Association needs and ambitions. Current committees include:

- Finance & Audit Committee
- Nominations & Elections Committee
- Building Committee

Directors will make every effort to participate in Association events, will positively promote Association membership, and will assist others in understanding the requirements and expectations of Board service.

Anticipated 2023/24 Board of Directors Meeting Schedule

- Annual General Meeting: February 7, 2022

Board Meeting Schedule: 4th Tuesday of alternating months; 3:30pm – 6pm

- Tuesday, March 28, 2023
- Tuesday, June 27, 2023
- Tuesday, September 26, 2023
- Tuesday, November 28, 2023



Nomination Form: 2023/24 VRCA Board of Directors

Thank you for your interest in participation on the 2023/24 VRCA Board of Directors.

- Please complete Sections 1, 2, 3, 4 and 5
- Submit the completed Nomination Form to president@vrca.ca **no later than 11:59pm Thursday, December 15, 2022.**

All nominations received will be forwarded to the Nominations & Elections Committee ahead of the Annual General Meeting to be held **February 7, 2023.**

Section 1 – Nominee

Name			
Position/title			
Employer/Company name			
Years with current employer/company			
Previous Employer/Company (if current is less than 3 years)			
Division of Employer/Company (please check one):			
<input type="checkbox"/> General Contractor	<input type="checkbox"/> Trade Contractor	<input type="checkbox"/> Manufacturer/Supplier	<input type="checkbox"/> Professional Services

I agree that my name may be put forward for consideration for the 2023/24 VRCA Board of Directors.

Signature	
Date	



Section 2 – Biography

In a maximum of 250 words, please tell us why you are interested in participating on the VRCA Board of Directors, particularly highlighting the strengths and experience you will bring to the Board.

Section 3 – Knowledge, Skills, and Experience

VRCA’s Director Competency Matrix is a tool that allows the association to communicate both the core and desired knowledge, skills, and experience it requires of its Board, ensuring that the current and future bench strength of the Board is in line with Association needs.

Please assess and confirm your competencies in line with the criteria below, using the following scale:

- 1 – No experience**
- 2 – Little experience**
- 3 – Some experience**
- 4 – Considerable experience**

Criteria	Assessment Rating (1, 2, 3, or 4)
Core Board knowledge, skills, and experience:	
Board governance	
CEO/enterprise leadership	
Financial experience	
Industry/sector experience	
Desired Board knowledge, skills, and experience:	
Accounting/audit	
Advocacy/communications	
Business development	
Construction innovation	
Diversity and inclusion	
Fundraising	
Government relations	
Human Resources/performance management/compensation	
Information technology/e-commerce/privacy regulations	
Legal/regulatory incl. insurance	
Member relations	
Operational and organizational activities	
Project management	
Risk and control	
Sales and marketing	
Stakeholder relations	
Strategic planning	



Section 4 – Participation

Please confirm your participation at VRCA meetings and events, as well as at those of other industry associations, for the period of October 1, 2021, to November 1, 2022:

Description	Attended? Yes/No
VRCA meetings	
General Contractors Division	
Trade Contractors Division	
Manufacturers & Suppliers Division	
Professional Services Division	
Town Halls	
YCL Committee (formerly U40 network)	
VRCA events	
Virtual <i>All On Board</i> Panel	
Virtual Advocacy/Industry information sessions	
VRCA Christmas Luncheon	
VRCA Awards of Excellence	
VRCA Annual General Meeting	
YCL Annual General Meeting	
VRCA golf tournament	
YCL Network events	
VRCA Open House	
Building Builders Mentorship Breakfast	
Other (please specify)	
Other industry associations' meetings and events (please specify association and event title)	



Section 5 – Endorsements

My nomination is endorsed by the following five (5) individuals, all of whom represent VRCA members in good standing:

1. VRCA Member Company	
Reference name, title, and contact information	
2. VRCA Member Company	
Reference name, title, and contact information	
3. VRCA Member Company	
Reference name, title, and contact information	
4. VRCA Member Company	
Reference name, title, and contact information	
5. VRCA Member Company	
Reference name, title, and contact information	



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CONSTITUTION OF
THE VANCOUVER REGIONAL CONSTRUCTION ASSOCIATION

1. The name of the society is Vancouver Regional Construction Association.
2. The purposes of the Society are to:
 - (a) To maintain and improve good relations within its membership; to provide a forum for Members to exchange views and network with each other;
 - (b) To assist its Members in identifying business opportunities within the construction industry and to help create business opportunities through encouraging economic development;
 - (c) To maintain and improve good relations between Members and purchasers of construction services, consultants, all levels of government, other related associations and industries, and the general public;
 - (d) To encourage the purchasers of construction to use goods and services offered by the Society's Members;
 - (e) To promote the development, implementation and improvement of safe working practices and procedures on construction projects for the safety and well being of its Members and others;
 - (f) To acquire and disseminate, to its Members and others, information concerning the Construction Industry;
 - (g) To promote construction and improve standards in the Construction Industry for the benefits of its Members;
 - (h) To promote industry and operational excellence by its Members;
 - (i) To promote ethical practices and the use of standard documents between its Members and between its Members and purchasers of construction goods and services;
 - (j) To advance and develop education and training programs for the benefit of its Members and the Construction Industry;
 - (k) To do everything to properly represent and promote the best interests of its Members;
 - (l) To acquire and hold for the purposes of the Society, cash and investments;
 - (m) To do everything incidental or conducive to attaining the purposes and exercising the powers of the Society; and
 - (n) To promote, improve and foster diversity and inclusion in the construction industry in Southwest British Columbia.

BYLAWS OF
VANCOUVER REGIONAL CONSTRUCTION ASSOCIATION

PART 1 - Definitions and Interpretation

1.1 In the constitution and these bylaws, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Societies Act* (British Columbia),
- (b) “**AGM**” means an annual general meeting,
- (c) “**Authorized Representative**” is an individual authorized to be the representative of, and to act on behalf of, a non-individual member,
- (d) “**Board**” means the board of directors of the Society,
- (e) “Board Resolution” means:
 - (i) a resolution passed at a meeting of the Board by a simple majority of the votes cast on that resolution by the directors entitled to vote on that resolution, or
 - (ii) a resolution that has been consented to in writing, after being sent to all of the directors, by at least 75% of the directors who would have been entitled to vote on that resolution at a meeting of the Board,and a Board Resolution approved by any one of these methods is effective as though passed at a duly constituted meeting of the Board,
- (f) “**bylaws**” means the bylaws of the Society which are, from time to time, in force and effect,
- (g) “**Chair**” means the individual holding the office of chair of the Society in accordance with these bylaws,
- (h) “**constitution**” means the constitution of the Society which is, from time to time, in force and effect,
- (i) “**director**” means a director of the Society,
- (j) “**Division(s)**” means the groups into which the Industry Members are divided as provided in Part 13,
- (k) “**Eligible Party**” means a director or senior manager of the Society,
- (l) “**Eligible Proceeding**” means a legal proceeding or investigative action, whether current, threatened, pending, or completed, in which an Eligible Party, by reason of the Eligible Party being or having been a director or senior manager of the Society, or holding or having held an equivalent position in a subsidiary of the Society:
 - (i) is or may be joined as a party, or

- (ii) is or may be liable in respect of a penalty in, or expenses related to, the legal proceeding or investigative action,
- (m) **“General Contractors Chair”** means the individual holding the position of chair of the General Contractors Division in accordance with these bylaws,
- (n) **“General Contractors Division”** means the Division designated as the General Contractors Division, as provided in Part 13,
- (o) **“General Contractors Vice-Chair”** means the individual holding the position of vice-chair of the General Contractors Division in accordance with these bylaws,
- (p) **“general meeting”** includes an AGM and a special general meeting,
- (q) **“Immediate Past-Chair”** means, at the applicable time, the individual who most recently held the office of chair of the Society in accordance with these bylaws and who no longer holds the office of chair of the Society,
- (r) **“Manufacturers and Suppliers Chair”** means the individual holding the position of chair of the Manufacturers and Suppliers Division in accordance with these bylaws,
- (s) **“Manufacturers and Suppliers Division”** means the Division designated as the Manufacturers and Suppliers Division, as provided in Part 13,
- (t) **“Manufacturers and Suppliers Vice-Chair”** means the individual holding the position of vice-chair of the Manufacturers and Suppliers Division in accordance with these bylaws,
- (u) **“member”** means a member of the Society,
- (v) **“officers”** means the Chair, the Vice-Chair, the Secretary-Treasurer, and the President, and **“officer”** means any one of them,
- (w) **“President”** means the individual holding the office of president of the Society in accordance with these bylaws,
- (x) **“Professional Services Chair”** means the individual holding the position of chair of the Professional Services Division in accordance with these bylaws,
- (y) **“Professional Services Division”** means the Division designated as the Professional Services Division, as provided in Part 13,
- (z) **“Professional Services Vice-Chair”** means the individual holding the position of vice-chair of the Professional Services Division in accordance with these bylaws,
- (aa) **“Representative”**, in relation to an Eligible Party, means an heir or personal or other legal representative of the Eligible Party,
- (bb) **“Secretary-Treasurer”** means the individual holding the office of secretary-treasurer of the Society in accordance with these bylaws,
- (cc) **“Southwest British Columbia”** means the geographical area including the Lower Mainland and surrounding areas extending to and including the northern limits of the Village of Pemberton and the eastern limits of the District of Hope.

- (dd) **“Society”** means Vancouver Regional Construction Association,
- (ee) **“Trade Contractors Chair”** means the individual holding the position of chair of the Trade Contractors Division in accordance with these bylaws,
- (ff) **“Trade Contractors Division”** means the Division designated as the Trade Contractors Division, as provided in Part 13,
- (gg) **“Trade Contractors Vice-Chair”** means the individual holding the position of vice-chair of the Trade Contractors Division in accordance with these bylaws,
- (hh) **“Vice-Chair”** means the individual holding the office of vice-chair of the Society in accordance with these bylaws,
- (ii) **“written”** or **“in writing”** means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, and e-mail,
- (jj) **“YCL Past-Chair”** means, at the applicable time, the individual who most recently held the position of chair of the Young Construction Leaders and who no longer holds the position of chair of the Young Construction Leaders, and
- (kk) **“Young Construction Leaders”** means a committee of the Society, which is comprised of individuals who meet the qualifications of the Board.

1.2 For the purposes of these bylaws and except as otherwise expressly provided herein or unless there is something in the subject matter or context inconsistent therewith: (a) all references to a designated **“Part”**, **“Section”** or other subdivision is to the designated part, section, or other subdivision of these bylaws; (b) the words **“herein”**, **“hereof”** and **“hereunder”** and other words of similar import refer to these bylaws as a whole and not to any particular Part, Section, or other subdivision; (c) the singular of any term includes the plural and vice versa, and the use of any gendered term (whether masculine, feminine or neuter) is equally applicable to any other gender; (d) the word **“or”** is not exclusive and the word **“including”** is not limiting; (e) any reference to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented or modified from time to time; (f) any reference to a statute includes and is a reference to such statute and to the regulations made pursuant thereto with all amendments made thereto and in force from time to time, and to any statute or regulations that may be passed which have the effect of supplementing or superseding such statute or such regulations; and (g) the word **“person”** includes an individual, body corporate, partnership, trust, and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of any such provisions.

PART 2 - Membership

- 2.1** The members are those persons who become members in accordance with these bylaws and who have not ceased to be members.
- 2.2** On the date these bylaws come into force:
- (a) each person who is a member of the Society in a particular class and who continues to be eligible for membership under these bylaws in that class will continue as a member in the appropriate class until such person ceases to be a member pursuant to these bylaws, and
 - (b) each person who is a member of the Society who is not eligible for any class of membership under these bylaws ceases to be a member as of that date.
- 2.3** (1) Membership is available only to those individuals, partnerships, corporations, associations, or institutions with a substantive interest in the construction industry in Southwest British Columbia, as determined by the Board.
- (2) There are six classes of members, as follows:
- (a) Industry Members,
 - (b) Professional Members,
 - (c) Associate Members,
 - (d) Apprentice or Student Members,
 - (e) Developer or Government Body Members, and
 - (f) Honourary Life Members.
- (3) Industry Membership is only available to an individual, partnership, corporation, association, or institution that:
- (a) is a general or trade contractor, manufacturer or supplier that provides goods and services associated with commercial construction and the maintenance of public and privately funded infrastructure and real property improvements, or
 - (b) is a Professional Member.
- (4) Professional Membership is only available to an individual, partnership, corporation, association, or institution that:
- (a) provides services to the construction industry, and
 - (b) is a member in good standing of a professional association recognized by the Board.

A Professional Member may elect to become an Industry Member by completing the membership upgrade process prescribed by the Board.

- (5) An Associate Membership is only available to an individual, partnership, corporation, association, or institution that provides goods or services to the construction industry but is not a member of a professional association recognized by the Board.
 - (6) Apprentice or Student Membership is only available to an individual who is registered as:
 - (a) an apprentice in a construction-related field, or
 - (b) a full-time student in a post-secondary educational institution recognized by the Board, in a program relating to construction.
 - (7) Developer or Government Body Membership is only available to an individual, partnership, corporation, association, or institution that:
 - (a) contracts with Industry Members to provide them with services, or
 - (b) sets law or public policy in relation to the construction industry.
 - (8) Honourary Life Member is only available to an individual who has provided distinguished service to the Society, to the construction industry in southwest British Columbia, or both.
 - (9) An Industry Member in good standing has the rights to notice of, to attend, to speak at, and to vote at a general meeting.
 - (10) A Professional, Associate, Apprentice or Student, Developer or Government Body, or Honourary Life Member has the rights to notice of and to attend general meetings, but not to speak at or vote at a general meeting.
- 2.4**
- (1) To be admitted in the Society as a member of a particular class, a person must apply to the Board for membership in that class in the manner prescribed by the Board and Section 2.4(2), and on acceptance by the Board and payment of required membership dues, becomes a member, provided that:
 - (a) a Professional Member must complete the membership upgrade process prescribed by the Board to become an Industry Member, which upgrade process includes the payment of a membership upgrade fee to the Society;
 - (b) the acceptance of a person as an Honourary Life Member by the Board must be evidenced by:
 - (i) a resolution passed at a meeting of the Board by at least two-thirds of the votes cast on that resolution by the directors entitled to vote on that resolution, or
 - (2) An application for membership must:
 - (a) be in writing and in a form approved by the Board,
 - (b) include the full name, address, telephone number, and e-mail address of the applicant,
 - (c) be signed by the applicant,

- (d) in the case of an applicant that is a partnership, corporation, association, or institution, appoint an Authorized Representative,
 - (e) be made to and is subject to the approval of the Board,
 - (f) include any membership dues [or upgrade fees] which are payable, and
 - (g) provide such other information as is required by the Board.
- (3) The Board may in its sole discretion accept, postpone or refuse an application for membership, determine the class of membership to which an applicant will belong, and determine the Division to which an Industry Member will belong under Part 13.
- (4) The Board must by Board Resolution:
- (a) determine the products and services to be offered by the Society to members and others, and their prices and terms, and
 - (b) subject to the Act, the constitution, and the bylaws, determine the rights and responsibilities of members.
- 2.5**
- (1) A membership is not transferable and must be renewed as required by the Board.
 - (2) Membership dues for each class of membership, and the date for their payment, must be set by the Board. The Board may require that membership dues be paid in monthly instalments.
 - (3) The Society must send a membership renewal notice to a member a reasonable time before the date on which the membership expires.
 - (4) A member that is renewing a membership must comply with Section 2.4(2).
 - (5) The membership dues of members of a class may be calculated in proportion to the gross annual sales of each member, or the number of its full-time equivalent employees.
 - (6) An Honourary Life Member pays no membership dues.
 - (7) Membership dues are not refundable.
- 2.6** Every member and director must comply with:
- (a) the Act,
 - (b) the constitution and bylaws,
 - (c) any rules, regulations and policies made by the Board, and
 - (d) rules of order governing the conduct of general meetings and of Board meetings.
- 2.7** A member ceases to be a member on:
- (a) the expiry of the member's term of membership, if any,

- (b) the termination of the member's membership in accordance with these bylaws,
- (c) resigning in writing,
- (d) death, in the case of a member that is an individual, or, in the case of a member which is a partnership, association, corporation or institution, on dissolution,
- (e) having been not in good standing for 30 days, or
- (f) on being expelled in accordance with the Act and these bylaws.

2.8 A member becomes a member not in good standing on:

- (a) failing to pay membership dues by or before the date set for their payment, or
- (b) failing to pay a debt due and owing to the Society.

2.9 (1) A member may be expelled by special resolution.

(2) Before a member is expelled, the Society must send to the member written notice of the proposed expulsion, which notice must include a brief statement of the reason or reasons for the proposed expulsion.

(3) A member who is the subject of a proposed special resolution for expulsion must be given a reasonable opportunity to make representations to the Society respecting the proposed expulsion.

(4) The Board may suspend or expel a member for conduct substantively detrimental to the Society by a resolution passed at a meeting of the Board by at least two-thirds of the votes cast on that resolution by the directors entitled to vote on that resolution.

(2) A member who is the subject of a resolution of the Board to suspend or expel the member must be given:

- (a) written notice of the proposed expulsion, which notice must include a brief statement of the reason or reasons for the proposed expulsion, and
- (b) a reasonable opportunity to make representations to the Society respecting the proposed expulsion.

A member that has been suspended or expelled under 2.9(4) may be reinstated as a member by a special resolution.

PART 3 - Membership Certificates

3.1 (1) The Society may issue a membership certificate, and annual renewals thereof, to a member in good standing.

- (2) A membership certificate is the property of the Society, and upon a member ceasing to be a member, the former member must:
 - (a) return the membership certificate to the Society, and
 - (b) no longer state in any document or communication that the former member is a member of the Society.

PART 4 - Meetings of Members

- 4.1** (1) General meetings must be held at a location in British Columbia as may be determined by the Board, provided that a general meeting may be held at a location outside British Columbia as may be determined by the Board if, prior to the meeting, all voting members agree to holding the meeting at that location.
- (2) The Society may hold a general meeting that is an electronic meeting and, if the Society so elects, the Society must permit and facilitate participation in the meeting by telephone or other communications medium.
- (3) Notwithstanding anything to the contrary herein:
 - (a) if a general meeting is a partially electronic meeting, Section 4.1(1) applies to the location where persons attend the meeting in person, and
 - (b) if a general meeting is a fully electronic meeting, Section 4.1(1) does not apply to the meeting.
- (4) An AGM must be held at least once in every calendar year, on such date and at such time as may be determined by the Board.
- (5) Every general meeting, other than an AGM, is a special general meeting.
- 4.2** (1) The Board may when it thinks fit convene a special general meeting on such date and at such time as may be determined by the Board.
- (2) The members may requisition a general meeting pursuant to section 75 of the Act.

PART 5 - Notice to Members

- 5.1** (1) Notice of a general meeting must:
 - (a) specify the date and time and, if applicable, the location of the general meeting,
 - (b) include a description of the general nature of any special business to be transacted at the meeting,
 - (c) include the text of any special resolution to be submitted to the meeting,
 - (d) be in writing and sent to all members not less than 14 days and not more than 60 days before the meeting.

- (2) If the Society has more than the threshold number of members specified in section 77(2) of the Act, notice of a general meeting is deemed to have been sent under Section 5.1(1) if:
 - (a) notice of the date and time and, if applicable, the location of the meeting has been sent, to every member who has provided an e-mail address to the Society, by e-mail to that e-mail address, and
 - (b) notice of the date and time and, if applicable, the location of the meeting posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members.
 - (3) If a general meeting is an electronic meeting, notice of the meeting must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
 - (4) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, a member does not invalidate any proceedings at that meeting.
- 5.2** (1) Notice of a general meeting must be given to:
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor.
- (2) No other person is entitled to receive a notice of general meeting.
- 5.3** Subject to Section 5.1(2), notice may be given to a member either personally, by mail, or e-mail to the member at the member's address or e-mail address as shown in the register of members.
- 5.4** A member must promptly and in writing notify the Society of any change in the member's name, address, Authorized Representative, e-mail address, or telephone numbers.
- 5.5** (1) A notice sent by mail from the Society's business office is deemed to have been received:
- (a) two days after being mailed, if to an address in the geographic area governed by the Metro Vancouver Regional District or the Fraser Valley Regional District, or
 - (b) five days after being mailed, if to any other address.
- (2) A notice sent by e-mail is deemed to have been received 24 hours after being sent.

PART 6 - Proceedings at General Meetings

6.1 Special business is:

- (a) all business at a special general meeting except the adoption of rules of order, and
- (b) all business at an AGM, except
 - (i) adoption of rules of order,
 - (ii) the reports of the Board, officers, and committees,
 - (iii) consideration of the financial statements,
 - (iv) the report of the auditor,
 - (v) appointment of the auditor,
 - (vi) election of directors, as required, and
 - (vii) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.

- ### **6.2**
- (1) Quorum at a general meeting is the greater of 10% of the voting members and three voting members, provided that if the Society has fewer than three voting members, the quorum at a general meeting is all of the voting members. For greater certainty, the members present at a general meeting include those attending in person, by telephone or other communications medium, by Authorized Representative, or by proxy.
 - (2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a time when a quorum is not present.
 - (3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

6.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this Section 6.3 need not be given to members not present.

- ### **6.4**
- (1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given as for the original meeting.

- (3) Except as provided in this Section 6.4, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 6.5**
- (1) The Chair must chair each general meeting.
- (2) If the Chair is not present within 30 minutes after the time appointed for a meeting, or is unable or unwilling to act as chair, the Vice-Chair must be chair.
- (3) If neither the Chair nor the Vice-Chair is present within 30 minutes after the time set for the meeting, or neither of them is able or willing to act as chair, the members present must choose a member to be chair.
- 6.6**
- (1) Except where otherwise required, a question, motion, or resolution at a general meeting must be decided by ordinary resolution.
- (2) Voting is by show of hands or by electronic means of communication.
- (3) Where a secret ballot is required, or a secret ballot is requested by ordinary resolution, voting may be by electronic means of communication, including online voting software.
- (4) In case of an equality of votes, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion or resolution is defeated.
- (5) The Authorized Representative of a non-individual member is entitled to act on the member's behalf and to exercise the same powers on behalf of the member as the member could exercise if the member were an individual member.
- 6.7**
- (1) A voting member may appoint another voting member or the Authorized Representative of a voting member as the appointing voting member's proxy holder to stand in the place of the appointing voting member at a general meeting.
- (2) The instrument appointing a proxy holder must be in the following form, or in any other form that the Board approves:
- I, _[Name of Authorized Representative]_, of _[Industry Member]_, hereby appoint _[Name of Authorized Representative]_, of _[Name of Industry Member]_, as my proxy holder to vote for me and on my behalf at the general meeting of Vancouver Regional Construction Association on the day of , 20 , and at any adjournment thereof.*
- Signed at _[City]_ this day of , 20 .*
- (3) A proxy must be delivered to the Secretary-Treasurer not less than 48 hours before the time appointed for the meeting.
- (4) Unless limited in the appointment, a proxy holder appointed in accordance with the Act and this Section 6.7 can do anything that the appointing voting member can do, including proposing and seconding resolutions, participating in discussions, and voting.

- (5) A proxy holder must not hold more five proxies at a general meeting, but the Chair may hold an unlimited number of proxies.

6.8 Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

PART 7 - Board of Directors

7.1 The Board may exercise all the powers of the Society, and do all the things that the Society may do, subject to:

- (a) the Act,
- (b) the constitution and these bylaws, and
- (c) all other laws applicable to the Society.

7.2 (1) The Board shall, at all times, be composed of 14 directors, including:

- (a) two individuals from the General Contractors Division as provided in Section 7.2(3) (the "**General Contractors Directors**"),
 - (b) two individuals from the Trade Contractors Division as provided in Section 7.2(4) (the "**Trade Contractors Directors**"),
 - (c) two individuals from the Manufacturers and Suppliers Division as provided in Section 7.2(5) (the "**Manufacturers and Suppliers Directors**"),
 - (d) two individuals from the Professional Services Division as provided in Section 7.2(6) (the "**Professional Services Directors**"),
 - (e) four individuals from any Division (the "**Directors At Large**"),
- (collectively, the "**Elected Directors**")
- (f) the Immediate Past-Chair, and
 - (g) the YCL Past-Chair,

provided that:

- i. at no time shall the number of directors on the Board from any one Division exceed a total of 6; and
- ii. if any individual who is the Immediate Past-Chair or the YCL Past Chair does not meet the qualifications to act as a director or otherwise ceases to be a director pursuant to the provisions herein, the required number of directors under this Section 7.27.2(1) decreases accordingly until there is an Immediate Past-Chair or a YCL Past-Chair who meets the qualifications to act as a director and has not ceased to be a director pursuant to these bylaws.

- (2) A director must:
 - (a) consent in writing to being a director,
 - (b) be qualified to be a director under the Act and these bylaws,
 - (c) not be disqualified from being a director pursuant to section 44 of the Act, and
 - (d) be an Industry Member or the Authorized Representative of such a member, except in the case of an individual holding office as director by virtue of being the Immediate Past-Chair or the YCL Past-Chair.
- (3) A General Contractors Director must be a member of the General Contractors Division, or the Authorized Representative of such a member.
- (4) A Trade Contractors Director must be a member of the Trade Contractors Division, or the Authorized Representative of such a member.
- (5) A Manufacturers and Suppliers Director must be a member of the Manufacturers and Suppliers Division, or the Authorized Representative of such a member.
- (6) A Professional Services Director must be a member of the Professional Services Division, or the Authorized Representative of such a member.
- (7) A director must not be an employee or contractor of the Society for one year after ceasing to be a director. An employee or contractor of the Society must not be a director for one year after ceasing to be an employee or contractor.

7.3 An individual forthwith ceases to be a director on:

- (a) resigning in writing,
- (b) subject to Section 7.4, in the case of a General Contractors Director, ceasing to be a member of the General Contractors Division or the Authorized Representative of such a member;
- (c) subject to Section 7.4, in the case of a Trade Contractors Director, ceasing to be a member of the Trade Contractors Division or the Authorized Representative of such a member;
- (d) subject to Section 7.4, in the case of a Manufacturers and Suppliers Director, ceasing to be a member of the Manufacturers and Suppliers Division or the Authorized Representative of such a member;
- (e) subject to Section 7.4, in the case of a Professional Services Director, ceasing to be a member of the Professional Services Division or the Authorized Representative of such a member;
- (f) in the case of the Immediate Past-Chair or YCL Chair, ceasing to hold the position of Immediate Past-Chair or YCL Past-Chair, as applicable,
- (g) subject to Section 7.5, ceasing to be an Industry Member or the Authorized Representative of such a member,

- (h) ceasing to be qualified as a director as provided in the Act or these bylaws,
- (i) the expiry of the director's term of office,
- (j) death,
- (k) becoming unable to perform the duties of a director due to physical or mental disability,
- (l) a resolution to remove the individual from the Board voted on at a meeting of the Board by at least 75% of the votes cast on that resolution by the directors entitled to vote on that resolution, and
- (m) removal in accordance with these bylaws.

7.4 Subject to Section 7.5, if a director discontinues their employment with an Industry Member during the course of their term as director, then:

- (1) In the case of a General Contractors Director, Trade Contractor Director, Manufacturers and Suppliers Director or Professional Services Director who intends on assuming employment with another Industry Member in the same Division or becoming an individual Industry Member in the same Division, the director will carry on as a director for up to 8 weeks during the transition of employment. If the director does not assume employment with another Industry Member or become an individual Industry Member in the same Division within 8 weeks, the individual will cease to be a director.
- (2) In the case of a Director At Large who intends on assuming employment with another Industry Member or becoming an individual Industry Member, the director will carry on as a director for up to 8 weeks during the transition of employment. If the director does not assume employment with another Industry Member or become an individual Industry Member within 8 weeks, the individual will cease to be a director.

7.5 If a director discontinues their employment with an Industry Member and assumes employment with an Industry Member that already has an Authorized Representative acting as a director on the Board, then Section 7.4 has no application and the director ceases to be a director in accordance with Section 7.3.

7.6 No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by Section 7.2(1).

7.7 A director may be removed before the end of that director's term of office by special resolution.

7.8 A director must not be remunerated for acting as such, but a director may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

7.9 The Industry Members shall elect the Elected Directors at each AGM at which an election for any one or more of the Elected Directors is required to fulfill the requirements of Section 7.2(1) .

7.10 Subject to Section 7.12, so far as is reasonably practicable, the Elected Directors shall be elected to hold office for an ordinary term of office of three years, staggered such that at each AGM, one-third of the Elected Directors will be elected, such that at the adjournment of each AGM:

- (a) one-third of the Elected Directors have a remaining term of one year,
- (b) one-third of the Elected Directors have a remaining term of two years, and
- (c) one-third of the Elected Directors have a remaining term of three years.

Notwithstanding anything to the contrary herein, an Elected Director may be elected to a term of one or two years so as to ensure staggered terms as provided in this Section 7.10 or to otherwise allow compliance with Section 7.10.

7.11 An Elected Director's term as a director commences upon the adjournment of the AGM at which the individual is elected in accordance with this Part 7 and expires at the adjournment of the AGM taking place in the year in which the Elected Director's term ends.

7.12 An individual may occupy a role as an Elected Director for a maximum of nine consecutive years, after which time the individual must cease to be an Elected Director for a period of one year before being eligible for re-election or re-appointment as an Elected Director.

7.13 (1) The Board must, in a timely manner:

- (a) appoint a Nominations and Elections Committee made up of not fewer than three members, which members include the Immediate Past-Chair,
- (b) notify all members that there will be an election for one or more Elected Director roles and issue a call for nominations, and
- (c) ensure that there are sufficient qualified nominees to fill the positions to be filled.

(2) The Immediate Past-Chair is chair of the Nominations and Elections Committee.

(3) A nominee for the role of an Elected Director must be nominated in writing by:

(a) in the case of a General Contractors Director, a Trade Contractors Director, a Manufacturers and Suppliers, Director, or a Professional Services Director:

- i. five Industry Members of the Division of which the candidate is an Industry Member; and
- ii. the Nominations and Elections Committee;

(b) in the case of a Director At Large:

- i. five Industry Members; and
- ii. the Nominations and Elections Committee.

- (4) A nomination pursuant to Section 7.13(3) must be received by the Nominations and Elections Committee not fewer than 30 days before the applicable AGM. Nominations from the floor of an AGM are prohibited.
 - (5) The Nominations and Elections Committee may, subject to the bylaws and any Board Resolutions, determine reasonable policies for nominations and elections.
 - (6) In an election for the role of an Elected Director at an AGM:
 - (a) voting must be conducted by secret ballot,
 - (b) each nominee must be identified as a nominee for a General Contractors Director position, a Trade Contractors Director position, a Manufacturers and Suppliers Director position, a Professional Services Director position, or a Director At Large position and the number of directors to be elected from each Division must be stated,
 - (c) if the number of nominees for a particular type of Elected Director position is equal to or fewer than the number of positions to be filled for that type of Elected Director position, those nominees are automatically deemed to be elected to that position,
 - (d) if there are terms of differing length to be filled, such terms will be assigned to the elected nominees in accordance with the number of votes received by those nominees, such that the elected nominee with the greatest number of votes will be assigned the longest term, but if there is a tie in the number of votes, the tie must be decided by random means agreed to by the tied elected nominees, or by such other random means as may be determined by the Board, and
 - (e) if electing the nominees with the greatest number of votes would result in one Division having more than 6 directors on the Board in contravention of Section 7.1(2)(i), then the nominees from that Division with the greatest number of votes will fill the director positions up to the maximum of 6 directors, and any remaining positions will be filled by nominees from other Divisions that received the next greatest number of votes.
- 7.14** If a vacancy occurs in the role of an Elected Director for any reason, then the Board may appoint an individual who is qualified under these bylaws to fill the vacancy until the next AGM.
- 7.15** A director or an elected officer must not be remunerated for acting as such, but a director or elected officer may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.

PART 8 - Directors' Duties, Conflicts and Indemnification

- 8.1** (1) A director must:
- (a) act honestly and in good faith and in the best interests of the Society, and

- (b) exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances.
 - (2) The requirements of this Section 8.1 are in addition to, and not in derogation of, an enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- 8.2** Nothing in a contract, the constitution or these bylaws, or the circumstances of a director's election or appointment, relieves a director from:
- (a) the duty to act in accordance with the Act, or
 - (b) a liability that by a rule of law would otherwise attach to the director in respect of negligence, default, breach of duty or breach of trust of which the director may be guilty in relation to the Society.
- 8.3** (1) This Section 8.3 applies to a director who has a direct or indirect material interest, that is known by the director or reasonably ought to have been known, in:
- (a) a contract or transaction (whether existing or proposed) of the Society, or
 - (b) a matter that is or is to be the subject of consideration by the Board, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the Society,
- except in the circumstances set forth in section 56(5) of the Act.
- (2) Subject to Section 56(4) of the Act, a director to whom this Section 8.3(1) applies:
- (a) must disclose fully and promptly to the other directors the nature and extent of the director's interest,
 - (b) must abstain from voting on or consenting to a Board Resolution in respect of the contract, transaction, or matter referenced in Section 8.3(1),
 - (c) must leave the meeting of the Board, if any:
 - (i) when the contract, transaction, or matter is discussed, unless asked by a majority of the other directors present at the meeting to be in attendance to provide information, and
 - (ii) when the other directors vote on the contract, transaction, or matter,
 - (d) must refrain from any action intended to influence the discussion or vote, and
 - (e) shall be counted in the quorum at a meeting of the Board at which the contract, transaction, or matter is considered, provided the director is present.

- 8.4** Subject to Sections 8.5 and 8.8 and the provisions of the Act, the Society may, in its sole discretion (as determined by the Board), do any one or both of the following:
- (a) indemnify an Eligible Party or a Representative of the Eligible Party against all judgments, penalties, or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding, or
 - (b) after the final disposition of an Eligible Proceeding, pay the costs, charges, and expenses (including legal and other fees, but not including judgments, penalties or fines awarded or imposed in, or amounts paid in settlement of, an Eligible Proceeding) actually and reasonably incurred by an Eligible Party or a Representative of the Eligible Party in respect of the Eligible Proceeding.
- 8.5** Subject to Sections 8.6 and 8.8, the Society shall, after the final disposition of an Eligible Proceeding, pay the amounts set forth in Section 8.4(b) if:
- (a) neither the Eligible Party nor the Representative has been reimbursed for such amounts, and
 - (b) the Eligible Party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault, or to have omitted to do anything that the Eligible party ought to have done.
- 8.6** The Society may, in its discretion (as determined by the Board), elect not to pay the amounts set forth in Section 8.5 if the Eligible Party or the Representative is liable for or in respect of those amounts by reason of the Eligible Party or the Representative holding or having held a position in a subsidiary of the Society, which position is equivalent to the position of a director or senior manager of a society.
- 8.7** To the extent permitted by the Act and subject to Section 8.8, the Society may in its sole discretion (as determined by the Board) pay, as they are incurred in advance of the final disposition of an Eligible Proceeding, the costs, charges and expenses (including legal and other fees, but not including penalties) actually and reasonably incurred by an Eligible Party or a Representative of the Eligible Party in respect of the Eligible Proceeding, if and only if the Board has received from the Eligible Party or the Representative of the Eligible Party (as applicable) a written undertaking that, if it is ultimately determined that the payment of such amounts is prohibited by section 65 of the Act, the Eligible Party or the Representative (as applicable) will repay the amounts advanced.
- 8.8** Notwithstanding anything to the contrary herein, the Society shall not indemnify or pay the costs, charges, and expenses (including legal and other fees, but not including penalties) of an Eligible Party or a Representative of the Eligible Party in respect of an Eligible Proceeding:
- (a) if, in relation to the subject matter of the Eligible Proceeding, the Eligible Party did not act honestly and in good faith with a view to the best interests of the Society or the subsidiary of the Society, as the case may be,
 - (b) in the case of an Eligible Proceeding other than a civil proceeding, if the Eligible Party did not have reasonable grounds for believing that the

Eligible Party's conduct, in respect of which the Eligible Proceeding was brought, was lawful, or

- (c) in the case of an Eligible Proceeding brought by or on behalf of the Society, or a subsidiary of the Society, unless the court, on the application of the Society, approves the indemnification or payment.

8.9 The Society may purchase and maintain insurance, for the benefit of an Eligible Party or a Representative of an Eligible Party, against any liability that may be incurred by reason of such person being or having been a director or senior manager of the Society or holding or having held an equivalent position in a subsidiary of the Society.

PART 9 - Proceedings of the Board

9.1 (1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit, provided that notwithstanding anything to the contrary herein, the Board may hold a Board meeting that is an electronic meeting.

(2) Quorum at a meeting of the Board is the greater of 60% of the directors then in office and five directors. The directors present and constituting quorum must include:

- (a) not fewer than one Director At Large, and
- (b) not fewer than two of the Chair, the Vice-Chair, and the Secretary-Treasurer.

For greater certainty, the directors present at a Board meeting include those attending in person or by telephone or other communications medium.

(3) A meeting of the Board may be called by:

- (a) the Chair, or
- (b) any five directors, or
- (c) Board Resolution.

(4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail or e-mail. Except where notice is waived by all directors, notice of a meeting of the Board must be given not less than four days before the meeting.

9.2 When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted if a quorum is present.

9.3 A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) notice of meetings of the Board need not be sent to that director, and

- (b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 9.4**
- (1) Except where otherwise required, a question, resolution, or motion arising at a meeting of the Board or a committee must be decided by a simple majority.
 - (2) A resolution, question or motion proposed at a meeting of the Board or a committee must be seconded, and the chair of such a meeting may move or propose a resolution.
 - (3) In the case of an equality of votes at a meeting of the Board or a committee, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the motion, question, or resolution is defeated.
 - (4) A director may not vote by proxy at a Board meeting.
- 9.5**
- (1) The Board may as it thinks fit delegate any, but not all, of its powers to committees.
 - (2) The Board must by Board Resolution, determine the names, chair, members, authority, and responsibilities of a committee.
 - (3) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next following meeting of the Board.
 - (4) A committee may hold a committee meeting that is an electronic meeting.
- 9.6**
- (1) The members of the Executive Committee are the Chair, Vice-Chair, Secretary-Treasurer, President, Immediate Past-Chair and such other directors as may be appointed to it by Board Resolution.
 - (2) Subject to the Act, the constitution, the bylaws, and resolutions of the Board, the Executive Committee may manage, or supervise the management of, the affairs of the Society between meetings of the Board.
 - (3) The chair of the Executive Committee is the Chair.
 - (4) The Executive Committee must report every act or thing done in exercise of its powers to the next following meeting of the Board.
- 9.7** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

PART 10 - Officers

- 10.1** The Board must, at its first meeting following each AGM appoint from amongst the directors, by Board Resolution, a Chair, a Vice-Chair, and a Secretary-Treasurer (each, an **"Appointed Officer"**).
- 10.2** An Appointed Officer must be qualified to be a director under the Act, and must not be disqualified from being a director pursuant to section 44 of the Act.

- 10.3** An Appointed Officer may be removed before the end of that officer's term by Board Resolution.
- 10.4** Each Appointed Officer shall be appointed to hold office for a term of one year, commencing at the close of the meeting of the Board at which the Appointed Officer was appointed, and ending at the close of the first meeting of the Board taking place after the following annual meeting of the members.
- 10.5** An Appointed Officer who has been Chair, Vice-Chair or Secretary-Treasurer for two consecutive years must then cease to hold that office for one year before being eligible for reappointment to that office, but may be appointed to another of the offices.
- 10.6** If a vacancy occurs in the role of an Appointed Officer, then the Board may appoint an individual who is qualified under these bylaws to occupy that role to fill the vacancy until the end of the Appointed Officer's term.
- 10.7** An Appointed Officer ceases to be an Appointed Officer on:
- (a) ceasing to be a director,
 - (b) resigning in writing,
 - (c) ceasing to be qualified as an officer as provided in Section 10.5,
 - (d) the end of the officer's term of office,
 - (e) death,
 - (f) becoming unable to perform the duties of the officer due to physical or mental disability, or
 - (g) removal in accordance with the Act and these bylaws.
- 10.8** An Appointed Officer must not be remunerated for acting as such, but an Appointed Officer may be reimbursed for expenses necessarily and reasonably incurred while engaged in the affairs of the Society.
- 10.9** The Chair:
- (a) must chair all meetings of the Society and the Board,
 - (b) must supervise the other officers in the execution of their duties, and
 - (c) has the powers and duties generally pertaining to the office of Chair, subject to any restrictions imposed by the Board.
- 10.10** The Vice-Chair must in the Chair's absence perform the duties of the Chair.
- 10.11** The Secretary-Treasurer must:
- (a) conduct the correspondence of the Society,
 - (b) issue notices and keep minutes of meetings of the Society and the Board,
 - (c) have custody of all records and documents of the Society,
 - (d) have custody of the common seal of the Society,

- (e) maintain the register of members,
- (f) maintain a discipline and complaints register and enter in it details of all disciplinary actions taken by the Board,
- (g) keep the financial records, including books of account, that are necessary to comply with the Act, and
- (h) render financial statements to the Board, members, and others when required. The duties of the Secretary-Treasurer may be delegated by the Board to an employee.

10.12 In the absence of the Secretary-Treasurer from a meeting, the Board must appoint another person to act as Secretary-Treasurer.

10.13 (1) The President:

- (a) must be appointed by resolution voted on by secret ballot and passed at a meeting of the Board by at least 75% of the votes cast on that resolution by the directors entitled to vote on that resolution,
- (b) may also be titled the Chief Executive Officer, General Manager or Executive Director,
- (c) is responsible for the operations and management of the Society, subject to the direction of the Board,
- (d) reports to the Board, and
- (e) is entitled to notice of, to attend, to speak at, but not to vote at meetings of the Board, the Executive Committee, and all other committees.

(2) The President ceases to be the President on:

- (a) resigning in writing,
- (b) death,
- (c) becoming unable to perform the duties of the President due to physical or mental disability; or
- (d) a resolution voted on by secret ballot and passed at a meeting of the Board by at least 75% of the votes cast on that resolution by the directors entitled to vote on that resolution.

PART 11 - Financial Matters and Seal; Society Documents

11.1 The Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner it decides.

11.2 The Board may invest the funds of the Society in such manner and in such securities, properties and investments as the Board in its absolute discretion deems in the best interests of the Society.

- 11.3** The Board must determine, by resolution, the:
- (a) financial year of the Society, and
 - (b) signing officers of the Society, and their authority.
- 11.4** (1) The Board may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- (2) The seal must be kept at the head office of the Society.
- (3) The seal must be affixed only when authorized by a Board Resolution, and then only in the presence of the persons prescribed in the Board Resolution, or if no persons are prescribed, in the presence of either the Chair or the President and of a director.
- 11.5** (1) Subject to the Act, the financial statements, Board's and members' minutes, and register of members may be inspected by a member, on reasonable notice.
- (2) The other documents of the Society, including its accounting records, may be inspected by a member on reasonable notice, subject to the Act and any Board Resolution.
- 11.6** The documents of the Society, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 11.7** The constitution and these bylaws can only be altered if the alteration has been authorized by special resolution.
- 11.8** On being admitted to membership, each member is entitled to, and the Society must on request give the member without charge, a copy of the constitution and these bylaws.
- 11.9** In the event of the dissolution of the Society, after paying or adequately providing for its debts and obligations, the remaining assets of the Society shall be distributed or disposed of to a qualified recipient with purposes or objects similar (but not necessarily identical) to the purposes of the Society as set out in its constitution, provided if it is not possible to distribute or dispose of such assets to such a qualified recipient, the remaining assets of the Society shall be distributed or disposed of to a registered charity as defined in section 248(1) of the *Income Tax Act* (Canada).

PART 12 - Auditor

- 12.1** This Part applies only where the Society is required or has resolved to have an auditor.
- 12.2** At each AGM the Society may by ordinary resolution appoint an auditor to hold office until the auditor is re-appointed or a successor is appointed at the next AGM, and determine the terms of engagement of the auditor.
- 12.3** The Board must fill all vacancies occurring in the office of auditor between AGMs.
- 12.4** An auditor may be removed by ordinary resolution.
- 12.5** An auditor must be promptly informed in writing of appointment or removal.

- 12.6** A director or employee of the Society must not be its auditor.
- 12.7** The auditor may attend general meetings.

PART 13 - Divisions

- 13.1** The Industry Members are subdivided into four Divisions:
- (a) the General Contractors Division,
 - (b) the Trade Contractors Division,
 - (c) the Manufacturers and Suppliers Division, and
 - (d) the Professional Services Division.
- 13.2** On the date these bylaws come into force:
- (a) each Industry Member who is a member of the General Contractors Division or the Trade Contractors Division will continue as a member in that Division, and
 - (b) the Board shall determine whether the remaining Industry Members belong to the Manufacturers and Suppliers Division, and which belong to the Professional Services Division.
- 13.3** The Board may in its sole discretion determine or redetermine the Division to which an Industry Member will belong under this Part 13.
- 13.4**
- (1) The members of the General Contractors Division are those Industry Members which contract with other parties to execute works of construction in their entirety, as determined by the Board.
 - (2) The members of the Trade Contractors Division are those Industry Members which contract with other parties, particularly Industry Members that are members of the General Contractors Division, to execute a specialized work of construction or a portion of a general work of construction, as determined by the Board.
 - (3) The members of the Manufacturers and Suppliers Division are those Industry Members whose business is the manufacture, sale, or supply of materials, equipment, products, or services used by Industry Members that are members of the General Contractors Division, the Trade Contractors Division, or other members of the Manufacturers and Suppliers Division, as determined by the Board.
 - (4) The members of the Professional Services Division are those Industry Members and those members who provide professional services to Industry Members in the General Contractors Division, Trade Contractor Division and Manufacturers and Suppliers Division, as determined by the Board.

- 13.5**
- (1) Subject to the constitution and bylaws and any rules, regulations, and policies made by the Board, a Division must govern its own affairs and make such rules for the conduct of its business as it deems fit.
 - (2) A Division may hold meetings of its members as it deems necessary, and provide reasonable notice of such meetings to its members. A Division may hold a Division meeting that is an electronic meeting.
 - (3)
 - (a) The General Contractors Chair and the General Contractors Vice-Chair shall be appointed by the Board from among the General Contractors Directors.
 - (b) The Trade Contractors Chair and the Trade Contractors Vice-Chair shall be appointed by the Board from among the Trade Contractors Directors.
 - (c) The Manufacturers and Suppliers Chair and the Manufacturers and Suppliers Vice-Chair shall be appointed by the Board from among the Manufacturers and Suppliers Directors.
 - (d) The Professional Services Chair and the Professional Services Vice-Chair shall be appointed by the Board from among the Professional Services Directors.
 - (4) A Division may elect a Second Vice-Chair at a meeting of its members.
 - (5) Quorum at a general meeting of a Division is three members of the Division.
 - (6) An Industry Member may appoint another such member or the Authorized Representative of such member as the appointing Industry Member's proxy holder to stand in the place of the appointing Industry Member at a meeting of a Division.
 - (7) The instrument appointing a proxy holder must be in a form approved by the Board. A proxy holder must not hold more than five proxies at a meeting of a Division.