

BY-LAWS

ARTICLE 1.00 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these By-Laws, unless the context otherwise requires:

- 1.1.1 **“Act”** means the Societies Act, R.S.N.S., c.435;
- 1.1.2 **“Annual General Meeting”** means the Annual General Meeting of the Association held pursuant to these By-Laws;
- 1.1.3 **“Association”** means the Nova Scotia Construction Safety Association;
- 1.1.4 **“Board of Directors”** or **“Board”** means the Board of Directors of the Association;
- 1.1.5 **“CEO”** means the Chief Executive Officer of the Association;
- 1.1.6 **“Chair”** means the Chair of the Board of Directors of the Association;
- 1.1.7 **“Director”** means directors appointed in accordance with Article 4.5.1 and elected in accordance in accordance with Article 4.5.3;
- 1.1.8 **“Executive”** or **“Executive Committee”** means the committee of officers of the Association;
- 1.1.9 **“Immediate Past Chair”** means the person who held the office of Chair immediately prior to the current Chair;
- 1.1.10 **“Member”** means a voting Member or a non-voting Member in good standing with the Association, and **“Members”** means more than one Member;
- 1.1.11 **“Membership Registry”** means a list of all Members as set out in Article 3.5.1 herein;
- 1.1.12 **“Officer”** means Chair, Vice Chair, Chair of the Finance and Risk Management Committee, Immediate Past Chair, or CEO as set out in Article 5.1.1;
- 1.1.13 **“Registrar”** means the Registrar of Joint Stock Companies appointed under the Companies Act and includes the Deputy Registrar and a person authorized under that Act to perform the duties of the Registrar in his absence;
- 1.1.14 **“Special Resolution”** means a resolution passed by not less than three-fourths ($\frac{3}{4}$) of

such Members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

1.1.15 “Special Directors Resolution” means a resolution passed at a Directors’ meeting when two things have happened: first, all Directors of the Society must have been given notice of the intention to propose the resolution as a special Directors’ resolution; and second, at least three-fourths ($\frac{3}{4}$) of the Directors at the meeting must vote in favour of the resolution;

1.1.16 “Vice Chair” means the Vice Chair of the Board of Directors of the Association.

1.2 Interpretation

1.2.1 Words and expressions defined in the Act shall have the same meanings when used in these By-Laws, unless specifically defined in these By-Laws.

1.2.2 The invalidity of any provision of these By-Laws shall not affect the validity of the remaining provisions of these By-Laws.

1.2.3 Words importing the singular include plural and vice versa; words importing gender include masculine, feminine and neutral genders; and words importing persons include individuals, corporate bodies, partnerships, trusts, and unincorporated associations.

1.2.4 The headings used in these By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing terms or provisions of any article nor be deemed in any way to qualify, modify, or explain the effect of any such terms or provisions.

ARTICLE 2.00 MEMBERSHIP

2.1 Eligibility

2.1.1 For the purposes of registration, the number of Members in the Association is unlimited.

2.1.2 No individual shall be eligible for membership in the Association unless that individual:

2.1.2.1 carries on a construction-related business as a sole proprietor; or

2.1.1.2 is approved for membership as an Honorary Member in accordance with these By-Laws; or

2.1.2.3 is elected or appointed a Director of the Association.

2.1.3 To be admitted and maintain membership, an individual, corporation, or unincorporated organization must:

2.1.3.1 support the objects and mission of the Association;

2.1.3.2 undertake to neither to seek, nor accept, remuneration for services performed as a Member, Director or Officer, or under the auspices of the Association except as permitted by these By-Laws and approved by the Board of Directors; and

2.1.3.3 make all payments prescribed by these By-Laws for their class of membership and pay the annual or other membership fees, if any, prescribed from time to time by the Board of Directors.

2.2 Classes of Membership

2.2.1 Subject to the Memorandum of Association, there shall be two classes of Members in the Association: voting and non-voting.

2.2.2 Voting Members shall be entitled to all of the privileges and services of the Association and shall be entitled to attend and vote at any meeting of Members of the Association. There shall be no proxy voting. Each Voting Member shall designate one person (known as the “official designate” of the Voting Member) to act as its representative at all meetings of Members of the Association. Only the official designate or each Voting Member shall be eligible to serve as an officer in the Association.

2.2.3 Voting membership in the Association shall be available only to Members who hold a valid account with the Workers’ Compensation Board of Nova Scotia and pay a levy to the Workers’ Compensation Board of Nova Scotia, the funds of which are paid to the Association (hereinafter referred to as the “Special Levy”).

2.2.4 Entry in the Register of Members by the CEO of the name and address of any organization or individual shall constitute an admission to membership in the Association.

Non-voting membership of the Association shall be available only to those who have applied for and been accepted into the non-voting membership in the Association.

2.2.5 Non-voting Members shall consist of the following two categories:

- 2.2.5.1** Associate Members: An Associate Member is any Member who does not pay the Special Levy to the Workers' Compensation Board of Nova Scotia. Organizations of employees formed for purposes that include regulation of relations between employees and employers, and any individual, firm, or corporation controlled or directed by such organization, are eligible for associate membership
- 2.2.5.2** Honorary Life Members: If, in the opinion of the Board of Directors, an individual has distinguished himself/herself by service to the Association, the construction industry, or the community at large, the Board may, with the sanction of a special resolution of the Members of the Association, confer Honorary Membership to that individual. Honorary Membership shall be for the duration of the individual's lifetime and shall carry no fees, dues or voting privileges.

2.3 Conditions of Membership

- 2.3.1** Membership in the Association is not transferable.
- 2.3.2** All Members shall comply with the rules and regulations of the Association.
- 2.3.3** The term of membership of a Member shall be annual, subject to renewal in accordance with the By-Laws of the Association.
- 2.3.3.1** Each voting Member is entitled to receive notice of, attend and vote at all meetings of Members, and each voting Member is entitled to receive notice of, attend and vote at all meetings of Members, and each voting Member shall be entitled to one vote at such meetings.
- 2.3.3.2** A non-voting Member shall not be entitled to receive notice of or to vote at meetings of the Members of the Association. Non-voting Members are entitled to attend and speak in any Annual General Meeting of the Association. Non-voting Members shall be entitled to such privileges and services of the Association as may be determined from time to time by the Board of Directors.
- 2.3.4** All dues, fees, assessments, or service charges stipulated from time to time by the Board of Directors of the Association are due on the stated date. Any Member who is in arrears more than thirty days after the payment is due may be declared as not in good standing and may have its privileges and services suspended by the Executive Committee, in its sole and absolute discretion.
- 2.3.5** No Member shall be reinstated unless its outstanding indebtedness is paid in full.

2.4 Termination and Suspension of Membership Privileges

- 2.4.1** The Board of Directors may suspend the membership of any Member:
- 2.4.1.1** when in the opinion of the Board, the Member's conduct or that of its official designate is not in the best interests of the Association;
 - 2.4.1.2** when in the opinion of the Board, the Member or its official designate has contravened any of these By-Laws; or
 - 2.4.1.3** at any time as provided in these By-Laws.
- 2.4.2** In the event that a Member's membership is suspended, all privileges of that Member including the right to vote, if any, and access to any of the services offered by the Association may also be suspended.
- 2.4.3** Membership in the Association shall terminate upon any of the following:
- 2.4.3.1** the death of any sole proprietor or individual Honorary Member;
 - 2.4.3.2** the Member sending in written notice of resignation to the Association if they no longer hold a valid account with the Workers' Compensation Board of Nova Scotia and pay the Special Levy;
 - 2.4.3.3** the dissolution or winding up of the Member or any other event which results in the Member no longer being in existence by law; or
 - 2.4.3.4** when in the opinion of the Board of Directors, the Member ceases to qualify for membership in accordance with these By-Laws.
- 2.5** **Membership Registry**
- 2.5.1.1** The Board shall cause the CEO or such other employee of the Association as may be specifically charged with that duty, or such other agent as may from time to time be appointed for that purpose by the Board, to keep a registry of Members in which shall be recorded the names and addresses of all Members, together with such particulars as may be required by the Board. The Association is entitled to rely on such Membership Registry for the purposes of giving any notice required or permitted by these By-Laws.

ARTICLE 3.00 BOARD OF DIRECTORS

3.1 **Composition**

3.1.1 The number of Directors of the Association shall not be less than ten or more than eighteen.

3.2 Term of Service

3.2.1 Subject to Article 4.3 and Article 4.5, Directors shall be appointed for a two-year term for a maximum of three consecutive terms, and thereafter are not eligible for re-appointment for one year.

3.3 Removal

3.3.1 The Association may, with the sanction of a Special Resolution of the Board of Directors, remove any Director before the expiration of the period of the term and appoint another Member. The Member so appointed shall hold office during such time only as the Director in whose place they are appointed would have held office as if they had not been removed. Notwithstanding the aforementioned, any Director appointed pursuant to Article 4.5.1, if removed by way of the aforementioned, is to be replaced by the association or council which appointed such Director.

3.3.2 Any Director appointed pursuant to Article 4.5.1 may be removed and replaced before the expiration of their term by the association or council which appointed such Director, following the receipt by the Association of written notice stating that the Director is to be removed or replaced.

3.4 Remuneration

3.4.1 Except for the CEO, no Director shall be paid any salary or remuneration for performing duties as a Director other than such out-of-pocket expenses as are appropriate in accordance with the policies of the Association, as set by the Board of Directors from time to time.

3.5 Appointment Process

3.5.1 Directors of the Association shall be appointed by the following:

3.5.1.1 Atlantic Concrete Association – one (1) Director

3.5.1.2 Canadian Home Builders' Association - Nova Scotia – two (2) Directors

3.5.1.3 Construction Association of Nova Scotia – two (2) Directors

3.5.1.4 Nova Scotia Road Builders Association – one (1) Director

3.5.1.5 Mainland Nova Scotia Building and Construction Trades Council – one (1)

Director

3.5.1.6 Cape Breton Island Building and Construction Trades Council – one (1) Director

3.5.1.7 Nova Scotia Power Inc. – one (1) Director

3.5.1.8 Department of Public Works – one (1) Director

3.5.2 Notwithstanding anything else set out in these By-Laws, in addition to the Directors appointed in Article 4.5.1 of these By-Laws, the following individuals shall be Directors:

3.5.2.1 the immediate Past Chair; and

3.5.2.2 the CEO, ex-officio.

3.5.3 In addition to the Directors appointed pursuant to Articles 4.5.1 and 4.5.2, to the Board may include a maximum of six (6) Directors-at-large at any time. Subject to the provisions of Articles 4.6.1 and 4.6.2 with respect to replacing a Director-at-large during the unexpired portion of their term, Directors-at-large shall be elected at the Annual General Meeting or at a Special General Meeting called for that purpose.

3.5.4 Directors-at-large will be nominated by the Governance, Nominating & HR Committee pursuant to Article 6.2 and approved by the Board of Directors. Directors-at-large must not be members of any association or council represented on the Board of Directors.

3.5.5 Directors appointed under Article 4.5.1 shall have a duty to convey information on behalf of and to the organization from which they are appointed; however, every Director's duties as a Director is owed to the Association.

3.6 Vacancies

3.6.1 If any Director-at-large resigns, dies, becomes of unsound mind or is determined to be mentally incompetent of holding such office, becomes insolvent, or the Member for whom that individual is an official designate ceases to be a Member of the Association, such Director shall be deemed to have vacated their office and the vacancy thereby created may be filled for the unexpired portion of their term by the Board of Directors, in its sole discretion, from among the Members of the Association.

3.6.2 If any Director appointed pursuant to Article 4.5.1 resigns, such Director shall be deemed to have vacated their office and the vacancy thereby created may be filled for the unexpired portion of their term by the association or council which appointed

such Director.

3.7 Powers

3.7.1 Except for those powers expressly conferred upon the Executive Committee in accordance with these By-Laws, the management of the activities of the Association shall be vested in the Directors who, in addition to the powers and authorities granted by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in a general meeting. The Board may delegate to the Executive Committee such powers as it may deem necessary or appropriate.

3.7.2 Without restricting the foregoing, the Board of Directors may appoint such agents and engage such employees as it shall deem necessary or appropriate from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

3.8 Meetings

3.8.1 Meetings of the Board of Directors shall be held at least quarterly and as often as the business of the Association may require and shall be called by the Chair. A meeting of Directors may be held at the close of every Annual General Meeting or Special General Meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof, shall be given in writing to each Director by mail or by email not less than three (3) business days before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.

3.9 Nominees for Director may attend the last Board Meeting held prior to the Annual General Meeting or the Board Meeting held immediately preceding the meeting the Director first officially attends.

3.10 No business shall be transacted at any meeting of the Board of Directors unless at least one-third ($\frac{1}{3}$) of the number of the Directors are present at the commencement of such business. No proxies or substitutes shall be permitted to vote at meetings of the Board.

3.11 A resolution in writing, signed by or via email from, all the Directors entitled to vote on the resolution at a meeting of Directors, shall be as valid as if it had been passed at a meeting of Directors.

3.12 A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be proof of that fact without proof of the number or

proportion of the votes recorded in favour of or against any resolution.

- 3.13** Any meeting of the Board of Directors or any of its committees may allow for the participation by means of teleconference, video conference systems or other electronic methods agreed upon by the Board of Directors. Any participant attending remotely shall be considered present at the meeting.

ARTICLE 4.00 OFFICERS

4.1 Officers

4.1.1 The Officers of the Association shall consist of the following:

4.1.1.1 Chair;

4.1.1.2 Vice Chair;

4.1.1.3 Chair of the Finance and Risk Management Committee;

4.1.1.4 Immediate Past Chair; and

4.1.1.5 CEO.

4.2 Duties of Officers

4.2.1 The Directors shall elect one of their number to be Chair of the Association. The Chair shall have general supervision of the activities of the Association and shall perform such duties as may be assigned by the Board of Directors from time to time. The Directors may also elect from their number a Vice-Chair. The Vice-Chair shall, at the request of the Board and subject to its Directors, perform the duties of the Chair during the absence, illness, or incapacity of the Chair, or during such period as the Chair may request to do so.

4.2.2 The Chair of the Board of Directors is the lead Director responsible for the oversight of the affairs of the Association and may assign tasks to other Officers. The Chair or their designate shall preside over and preserve order at all General, Special, Board, and Executive Committee meetings of the Association. The Chair shall vote at such meetings only when votes are evenly divided, when they shall cast the deciding vote. The Chair shall be ex-officio, non-voting member of all committees of the Association.

4.2.3 The Vice Chair shall perform the duties of the Chair during the absence, illness, or incapacity of the Chair, or during such period as the Chair may request the Vice Chair to do so.

- 4.2.4** The CEO or such other employee of the Association as may be specifically charged with that duty shall keep the minutes of the meetings of Members, the Board of Directors and the Executive Committee and shall perform such other duties as may be assigned to him or her by the Board.
- 4.2.5** Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the CEO.
- 4.2.6** The Chair of the Finance and Risk Management Committee, or their designate, shall with the assistance of the CEO:
- 4.2.6.1** prepare the annual budget;
- 4.2.6.2** confirm regular maintenance of books of account including collection and deposit of all receipts, and report regularly to the Executive and Board on the status of the accounts; and
- 4.2.6.3** submit an audited statement of the affairs of the Association to the Annual General Meeting.
- 4.2.7 CEO**
- 4.2.7.1** The Board of Directors shall appoint and employ a CEO of the Association to manage the affairs in the name and on behalf of the Association and is hereby authorized to carry out all the duties and responsibilities consistent with the position of the CEO, as set out in these By-Laws, or other duties and responsibilities as directed by the Board of Directors, which are necessary for the Association to carry out its objects.
- 4.2.7.2** The CEO shall be the principal spokesperson on issues and for which purposes shall maintain regular communication with government regulatory authority, other industry related associations, and representatives of the media and public at large. Notwithstanding the aforementioned, the Chair shall be the principal spokesperson on issues and matters arising out of matters of the Board.
- 4.2.7.3** The CEO shall be responsible for the organization of the work of the Association and for the engagement, supervision, direction and discharge of all employed personnel and contractors to the Association in accordance with any and all policies established by the Board of Directors.
- 4.2.7.4** The CEO shall be accountable to the Board of Directors for the proper legal conduct of the business of the Association according to these By-Laws and other policies and directives of the Board of Directors.

4.2.7.5 The performance of the CEO shall be reviewed annually by a sub-committee of the Executive Committee which shall normally be comprised of the Chair, Vice Chair, and the Chair of the Finance and Risk Management Committee. The results of the review will be maintained in writing and passed to the incoming Chair.

4.3 Removal of Officers

4.3.1 The Directors may remove an Officer before the expiration of the Officer's term of office at a meeting called for the purpose of removing the Officer. Such vote shall be by a Resolution of the Board.

4.4 Vacancy

4.4.1 In the event of the removal, resignation, incompetency, insolvency, or death of an Officer, the Board of Directors may, by a majority vote, appoint another Director in that Officer's stead. The Director appointed to fill a vacancy shall hold office only during such time as the vacating Officer would have held office if the office had not been vacated.

4.5 Remuneration

4.5.1 With the exception of the CEO, no Officer shall be entitled to remuneration for performance of their duties as an Officer other than such out-of-pocket expenses as are appropriate in accordance with the policies of the Association as set by the Board of Directors from time to time.

4.6 Eligibility

4.6.1 Only Directors of the Association shall be eligible for appointment as an Officer.

4.7 Appointment of Officers

4.7.1 The Officers, other than the CEO and the Immediate Past Chair, shall be appointed at the first meeting of the Board of Directors following the Annual General Meeting.

4.8 Term of Service

4.8.1 No Officer other than the CEO of the Association shall hold the same position for more than three (3) consecutive years.

4.8.2 On ceasing to be an Officer, a person shall cease to be a member of the Executive Committee.

ARTICLE 5.00 COMMITTEES

5.1 Appointment of Committees

5.1.1 The Board of Directors may establish such committees as it deems appropriate and shall approve the terms of reference for each such committee. Committee chairs shall be responsible to the Board of Directors and report annually to the membership.

5.1.2 The Board of Directors in its sole discretion may suspend or disband any committee.

5.1.3 All committee chairs shall cease to hold office at each Annual General Meeting.

5.1.4 The Chair and committee members shall be appointed by the Board from the Members in good standing. The Board may delegate this responsibility to the respective committee chair. Notwithstanding the aforementioned, non-voting Members and non-members of the Association may serve on committees as voting members as recommended by a committee chair and as approved by the Board of Directors.

5.2 Executive Committee

5.2.1 The Board shall constitute an Executive Committee which may meet at such times or on such notice as the Executive Committee determines from time to time. Unless otherwise varied by the provisions of the By-Laws, the members of the Executive Committee shall be the Board Chair, Vice Chair, Chair of the Finance and Risk Management Committee, Immediate Past Chair, and CEO. The members of the Executive Committee shall perform such duties as set out in its Terms of Reference and perform such other duties and exercise such other powers as may be delegated from time to time to such Executive Committee by the Board. Unless otherwise determined by the Board, a quorum for a meeting of the Executive Committee shall be at least three (3) members of the Executive Committee, and questions arising at any meeting of the Executive Committee shall be decided by a majority of votes.

5.3 Finance and Risk Management Committee

5.3.1 The Board shall constitute a Finance, Audit and Risk Management Committee which shall meet at least quarterly each year, or as otherwise provided by the By-Laws. The membership of the Finance, Audit and Risk Management Committee shall consist of the Finance, Audit and Risk Management Committee Chair and such other Directors as determined by the Board of Directors from time to time pursuant to the Finance and Risk Management Committee Terms of Reference.

5.4 Governance, Nominating & HR Committee

5.4.1 The Board shall constitute a Governance, Nominating & HR Committee who shall meet at least quarterly each year, or as otherwise provided by the Terms of Reference which have been approved by the Board. The membership of the Governance, Nominating & HR Committee shall consist of the Governance, Nominating & HR Committee Chair and such other Directors as determined by the Board of Directors from time to time pursuant to the Governance, Nominating & HR Committee Terms of Reference.

5.5 Transaction of Business

5.5.1 The powers of a committee of the Board of Directors may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing, or via email, signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee.

5.6 Procedure

5.6.1 Unless otherwise determined herein or from time to time by the Directors, each committee shall have the power to fix its quorum at not less than a majority of its members, and to regulate its procedures.

5.7 Termination of Committee Membership

5.7.1 Any Director who ceases for any reason to be a Director shall, upon ceasing to be a Director, thereupon also cease to be a member of each and every committee of Directors.

5.8 Public Statements

5.8.1 No public statements by any Committee or its members shall be made without the express approval of the Board of Directors or the Executive Committee.

5.9 Remuneration of Members of Committees

5.9.1 Except as otherwise provided, members of committees shall receive no remuneration for their service on the committee other than such out-of-pocket expenses as are appropriate in accordance with the policies of the Association as set by the Board of Directors from time to time.

ARTICLE 6.00 MEETINGS

6.1 General Procedure

6.1.1 Subject to these By-Laws, all meetings of the Association, the Board of Directors, and any committees shall be conducted according to Robert's Rules of Order.

6.1.2 The Board may make rules about the method of voting and proceedings at General Meetings, including the use of proxies.

6.2 Annual General Meeting

6.2.1 Subject to Article 7.2.2, the Annual General Meeting of the Association shall be held within six (6) months after the end of each fiscal year of the Association, at a time and place as determined by the Executive Committee. At each Annual General Meeting, the following items of business shall be dealt with and shall be deemed to be ordinary business:

6.2.1.1 approval of the minutes of the preceding Annual General Meeting;

6.2.1.2 receipt and approval of annual reports of the Chair, CEO, and committees;

6.2.1.3 receipt of the annual financial statements and the report of the auditors;

6.2.1.4 election of Directors-at-large of the Association, if any, for the following year;

6.2.1.5 appointment of auditors for the following year;

6.2.1.6 any other business that the Executive Committee may determine provided that all such business has been declared in the Notice of the Annual Meeting; and

6.2.1.7 new business arising at the Annual Meeting.

6.2.2 Questions of Procedure:

6.2.2.1 Any question of procedure at or for any meeting of the Members of the Association which have not been provided for in these By-Laws shall be determined by the Chair of the meeting in accordance with Robert's Rules of Order.

6.3 Special General Meetings

6.3.1 A Special General Meeting of the Association may be called by the Chair or by the Directors at any time and shall be called by the Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the Members of the Society at any time, or by the Chair or by the Directors.

6.4 Emergency General Meetings

6.4.1 Emergency General Meetings of the Association may be called at such time and place as is deemed in the best interests of the Association by the Executive Committee, the Chair, or by 50 or more in number of the Members in good standing by notice in writing delivered to any officer of the Association (hereinafter referred to as the “Required Members”). When requested by the Required Members, the notice respecting the request for an Emergency General Meeting must be signed by the Required Members and must contain the reasons for requesting the meeting, and sufficient information to permit the required notice to members in Article 7.5.6.

6.5 Notice

6.5.1 Notice of any Annual General Meeting may be given by:

6.5.1.1 a notice inserted in one newspaper with provincial circulation and/or such other media at the discretion of the Board at least 21 calendar days prior to the date of the meeting; and

6.5.1.2 notice of the meeting shall be given to the Members in writing by the CEO not less than 21 calendar days in advance of the meeting by sending it by mail or email addressed to each Member at their address as shown in the records of the Association, as the case may be.

6.5.2 In the case of a Special General Meeting, notice may be given by letter signed by the Chair or CEO and mailed or sent by email at least 15 business days prior to the date of the meeting to each Member at their address as shown in the records of the Association, and such notice shall include time, date, and place of such meeting and the business to be transacted thereat.

6.5.3 Notice of an Emergency General Meeting shall be given to the Members, by a letter signed by the Chair and mailed or sent by email at least 15 business days prior to the date of the meeting to each Member at their address as shown in the records of the Association.

6.5.4 The non-receipt of any notice of meeting or any related materials by a Member shall not invalidate the proceedings at any meeting.

6.5.5 Materials of any meeting where special business shall be transacted shall be sent out at least seven (7) days in advance of such meeting, including but not limited to a Special General or Emergency General Meeting, shall contain sufficient information to permit a Member to make a reasoned judgement in the decision to be taken.

6.5.6 Any resolutions to be put before the Members must be submitted to the Executive

Committee by the deadline communicated to Members, which shall be at least 14 calendar days prior to the Annual General Meeting.

6.6 Quorum

6.6.1 The quorum for any General or Special Meeting of the Association shall be twenty voting Members as represented by a registered designate. No business shall be transacted at any such meeting of the Association unless a quorum of Members is present at the commencement of such business

6.6.2 If within one-half hour from the time appointed for the meeting a quorum of Members is not present, the meeting, if convened upon the requisition of the Members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the Members then present shall direct, and if at such adjourned meeting a quorum of Members is not present, it shall be adjourned *sine die*.

ARTICLE 7.00 VOTING

7.1 Majority Rule

7.1.1 Voting at any meeting of the Association shall be voice “Aye” or “Nay” or by a show of hands, or for Members attending virtually, by means of a telephonic, electronic, or other communication facility that the Association makes available, unless a secret vote by ballot is requested by motion, seconded, and carried by a majority of the Members present. A motion of request for secret ballot may not be ruled out of order by reason of there being a prior motion on the floor. The Board of Directors may select an electronic platform that permits instantaneous communication among participants and is able to accommodate a similar number of participants as an in-person Annual General Meeting.

7.1.2 The Board of Directors may establish rules to allow for Internet voting of Members entitled to vote. These rules must provide for reasonable access to voting, the confidentiality and security of such voting process, and to ensure that the provisions for notice, majority approval and the voting period are no less than those established for in-person voting in these By-Laws. Only Members who register in advance as permitted by the Board of Directors shall be permitted to attend virtually.

7.1.3 Each voting Member in good standing may exercise its vote by its official designate.

7.1.4 Each Member shall be entitled to one vote on any each motion or matter to be voted upon.

7.1.5 A register of attendance shall be maintained at all General Meetings.

7.1.6 Members shall not be entitled to vote by proxy.

ARTICLE 8.00 FINANCIAL

8.1 Financial Records

8.1.1 The Board of Directors shall cause proper books of account to be kept of receipts and disbursements and of all assets, credits, and liabilities of the Association.

8.2 Annual Statement

8.2.1 The Association shall make a written report annually to the Members as to the financial position of the Association and the report shall contain a balance sheet and shall be filed with the Registrar within 14 days after the Annual General Meeting in each year as is required by law.

8.3 Auditor

8.3.1 The auditor of the Association shall be appointed annually by the Members of the Association at the Annual General Meeting and on failure of the Members to appoint an auditor, the Directors may do so.

8.3.2 In the event of the resignation of the auditor or their inability to act as an auditor, the Board of Directors shall appoint a new auditor.

8.3.3 In conducting their audit, the auditors shall have all the rights, powers and immunities conferred upon auditors by the Companies Act.

8.4 Auditor's Access

8.4.1 The auditor shall have a right of access at all times to the books, accounts and vouchers of the Association, and shall be entitled to require from the Directors and Officers of the Association such information and explanations as they may deem necessary for the performance of their duties as auditors.

8.5 Fiscal Year

8.5.1 The fiscal year of the Association shall be from January 1 to December 31 or otherwise as may be determined by resolution passed at an Annual General Meeting.

8.6 Borrowing Powers

8.6.1 The Board of Directors may, on behalf of the Association, borrow, raise, and secure the payment of money in such manner as it thinks fit and, with the sanction of a special resolution of the Board of Directors, issue debentures or mortgage its real property to secure payment of money borrowed by it.

8.7 Signing Authority

8.7.1 All cheques, drafts, or orders for the payment of money shall be signed by two Officers, except as specified by policy approved by the Board. Deeds, bills of exchange, securities transactions, contracts, and other instruments and documents may be executed on behalf of the Association by any two Officers.

8.8 Approval of Auditor's Report

8.8.1 The Board of Directors shall receive and approve the auditor's report and present such report to the Membership at the Annual General Meeting.

ARTICLE 9.00 DIRECTORS' AND OFFICERS' LIABILITY AND INDEMNITY

9.1 No Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same is occasioned by their own dishonesty, willful neglect or willful default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

Subject to the limitations contained in the Act, the Association shall (and does hereby) undertake and agree to indemnify each Director or Officer, former Director or former Officer, or person who acts or acted at the Association's request as a Director or Officer of the Association and their respective heirs and legal representatives, against all costs, charges and expenses, including amounts paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative act ion or proceeding to which they is made a party by reason of being or having been a Director or Officer of the Association if:

(a) they acted honestly and in good faith with a view to the best interests of the

Association; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

ARTICLE 10.00 CONFLICT OF INTEREST

10.1 Every Director or Officer who has any direct or indirect interest in a contract or proposed contract with the Association shall:

10.1.1 declare their interest at the first meeting of the Directors after which they become interested or aware of such interest;

10.1.2 request that their declaration be recorded in the minutes of the meeting; and

10.1.3 not vote on any resolution or participate in a discussion with respect to the resolution concerning the contract or proposed contract.

10.2 No Director or Officer shall be disqualified from any such office or be required to vacate any such office by reason of directly or indirectly being interested in or contracting with the Association as vendor, purchaser or otherwise being concerned in any contract arrangement made or proposed to be entered into with the Association in which the Director or Officer is in any way directly or indirectly acted as vendor, purchaser or otherwise.

10.3 If a Director or Officer has made a declaration of their interest in a proposed contract or contract in compliance with the By-Laws and has not participated in discussion about or voted in respect of the contract, the Director or Officer is not accountable to the Association or to any of its Members or creditors for any profit realized from the contract, and the contract is not voidable by reason only of the Director or Officer holding that office or of the fiduciary relationship established thereby.

11.0 GENERAL

11.1 Books and Records

11.1.1 The books and records of the Association may be inspected by any Member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Association

11.2 Official Filings

11.2.1 The Association shall file with the Registrar, with its annual statement, a list of its Directors with their addresses, occupations, and date of appointment or election, and within 14 days of a change of Directors, notify the Registrar of the change.

11.2.2 The Association shall file with the Registrar a copy in duplicate of every special resolution of the Association from an Annual General Meeting or Special Meeting within 14 days after the resolution is passed.

11.3 Laws

11.3.1 Nothing in these By-Laws shall be deemed or interpreted to require any person, employee, or Member to do anything which is contrary to law.

11.4 Amendment of By-Laws

11.4.1 The Association has power to repeal or amend any of these By-Laws by a Special Resolution passed in the manner prescribed by law.

11.5 Official Seal

11.5.1 The official seal may be affixed to such Association documents as may be determined from time to time by the Board. The seal of the Association shall be kept in the custody of the CEO.

Date: April 6, 2022