

Edmonton Construction Association

By-Laws

Revised: February 5, 2021



**EDMONTON
CONSTRUCTION
ASSOCIATION**

**AMENDED AND RESTATED BY-LAWS OF
THE ALBERTA SOCIETY OF EDMONTON CONSTRUCTION ASSOCIATION (the "SOCIETY")**

Article 1 -- INTERPRETATION

1.1 Definitions

In these By-laws, unless the case and context otherwise requires:

- (a) "Annual General Meeting" means the annual general meeting of the Members;
- (b) "Annual Membership Fees" mean the annual fees to be paid by Members, as set by the Board in accordance with these By-laws;
- (c) "Board" means the Directors of the Society and "Board Member" means any one of them;
- (d) "By-laws" means the by-laws of the Society, as they may be amended or replaced from time to time;
- (e) "Capacity" means, in respect of the making of a decision about a matter, the ability to understand the information that is relevant to the decision and to appreciate the reasonably foreseeable consequences of:
 - i. a decision, or
 - ii. a failure to make a decision;
- (f) "Director" means any Board Member;
- (g) "Executive Director" means an individual hired by the Board to fulfill said role pursuant to the By-laws and other policy recognized by the Board from time-to-time;
- (h) "Head Office" means the main business office of the Society, as may be determined by the Board, from time to time;
- (i) "Honorary Member" means an individual who satisfies the requirements of these By-laws for such designation;
- (j) "Members" means the Regular Members, Associate Members, Corporate Life Members, Honorary Members, and the General Members and "Member" means any one of them;
- (k) "Objects" means the purpose or purposes for which the Society was incorporated, as described in its incorporation documents filed at the Alberta Corporate Registry;
- (l) "Officers" means the Chair, Vice-Chair, and Secretary-Treasurer of the Society;
- (m) "Registered Office" means the registered office of the Society as shown in the Alberta Corporate Registry;

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- (n) "Society" means The Alberta Society of Edmonton Construction Association;
- (o) "Societies Act" means the *Societies Act*, R.S.A. 2000, c. S-14 and any regulations thereto, as may be amended or replaced from time to time;
- (p) "Society Rules" means the rules passed by the Board in accordance with these By-laws;
- (q) "Special Meeting" means a meeting of the Members other than the Annual General Meeting;
- (r) "Special Resolution" means:
 - i. a resolution passed:
 - i. at a Special Meeting or an Annual General Meeting of which not less than twenty-one (21) days' notice specifying the intention to propose the resolution has been duly given, and
 - ii. by the vote of not less than seventy-five (75%) percent of those members who, if entitled to do so, vote in person or by proxy,
 - ii. a resolution proposed and passed as a special resolution at a Special Meeting or an Annual General Meeting of which less than twenty-one (21) days' notice has been given, if all the Voting Members entitled to attend and vote at the such meeting so agree, or
 - iii. a resolution consented to in writing by all the Voting Members who would have been entitled at a Special Meeting or an Annual General Meeting to vote on the resolution in person; and
- (s) "Voting Member" is a Regular Member or a Corporate Life Member.

1.2 Other Words

Words not otherwise defined in these By-laws shall have the meanings as defined or used in the Societies Act, to the extent not inconsistent herewith.

1.3 Sections and Headings

Section numbers and headers are for ease of reference only and shall not be used to interpret these By-laws.

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Article 2 -- MEMBERSHIP

2.1 Membership Types

The Society has the following membership types:

- (a) Regular Membership
- (b) Associate Membership
- (c) Honorary Membership
- (d) Corporate Life Membership
- (e) General Membership

2.2 Becoming a Regular Member

Any individual, firm, or corporation may become a Regular Member if he, she, or it does the following:

- (f) Meets the qualifications of any one or more of the Membership Classifications in Article 2.3;
- (g) Applies to the Society in such manner as determined by the Board, from time to time; and
- (h) Pays any application fee to the Society as determined by the Board, from time to time.

2.3 Regular Membership Classifications

The Regular Members are to be from one of the following classifications:

- (i) *General Contractors*: individuals engaged in the direct supervision of employees performing their work, together with the coordination of work performed by the sub-contractors to whom specific work has been assigned by contract.
- (j) *Trade Contractors*: individuals engaged in the performance and direct supervision of work in one of the trades commonly known as a sub-trade.
- (k) *Manufacturers, Suppliers or Consultants*: individuals who provide the goods and or services required by the construction industry which are not furnished by Architects or Engineers or by the classes of businesses defined in the two preceding subparagraphs.
- (l) *Architects and Engineers*: individuals who design structures and civil works, ensuring that technical and structural protocols are followed.

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The Membership classifications of Regular Members shall be recorded in the membership records of the Society, and Regular Members shall be classified in accordance with their division.

2.4 Rights of Regular Members

Regular Members shall have the following rights:

- (a) To vote at Annual General Meetings and Special Meetings;
- (b) To receive any publications circulated by the Society; and
- (c) To be eligible for election or appointment, as the case may be, to the Board or any committees established by the Board as representatives of their classification.

2.5 Rights of Regular Members with multiple classifications

Regular Members eligible for more than one classification may elect to be classified in more than one classification and shall be eligible for election or appointment in each classification. Regular Members that qualify for and make said election shall be required to pay the annual membership fee for both classifications, as provided for in Article 2.15, but will not be entitled to additional rights, voting or otherwise, other than eligibility for election and appointments.

2.6 Becoming an Associate Member

Any individual, firm or corporation may become an Associate Member if he, she or it does the following:

- (a) Engages in business activities that are not construction, but are associated with the construction industry and wish to become members for the purpose of connecting to the industry through membership for their business;
- (b) Applies to the Society in such manner as determined by the Board, from time to time; and
- (c) Pays any application fee to the Society as determined by the Board, from time to time.

2.7 Rights of Associate Members

Associate Members shall have the following rights:

- (a) To attend, but not to vote, at Annual General Meetings and Special Meetings;
- (b) To receive any publications circulated by the Society; and
- (c) To be eligible to be appointed to serve on committees established by the Board.

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2.8 **Becoming an Honorary Member**

An individual may become an Honorary Member of the Society in recognition of their distinguished services to the Society or the construction industry, if:

- (m) The Society receives a recommendation of the Board in a General Meeting;
- (n) The Society elects said individual as an Honorary Member of the Society; and
- (o) The individual pays any application fee to the Society as determined by the Board, from time to time.

2.9 **Rights of Honorary Members**

Honorary Members shall have the following rights:

- (p) To attend, but not to vote, at Annual General Meetings and Special Meetings;
- (q) To receive any publications circulated by the Society; and
- (r) To be eligible to be appointed to serve on committees established by the Board.

2.10 **Becoming a Corporate Life Member**

A body corporate may become a Corporate Life Member if:

- (a) It is incorporated or registered under the *Companies Act*, RSA 2000 c C-21, or the *Business Corporations Act*, RSA 2000 c B-9;
- (b) Applies to the Society in such manner as determined by the Board, from time to time; and
- (c) Pays any application fee to the Society as determined by the Board, from time to time.

2.11 **Rights of Corporate Life Member**

Corporate Life Members shall have the following rights:

- (a) To vote at Annual General Meetings and Special Meetings through their individual representative designated pursuant to Article 2.19;
- (b) To receive any publications circulated by the Society;
- (c) For its representative to be eligible for election or appointment, as the case may be, to the Board or any committees established by the Board; and

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- (d) Shall receive a special membership plaque issued.

2.12 Restrictions on Corporate Life Membership

Corporate Life Memberships are non-transferrable, and shall be deemed to have irrevocably ended if the Corporate Life Member:

- (a) is struck from the Corporate Register by the Registrar;
- (b) becomes bankrupt; or
- (c) otherwise ceases to carry on business.

2.13 Becoming a General Member

Any individual may become a General Member if he or she does the following:

- (a) Has an interest in the Edmonton construction industry;
- (b) Applies to the Society in such manner as determined by the Board, from time to time; and
- (c) Pays any application fee to the Society as determined by the Board, from time to time.

2.14 Rights of a General Member

General Members shall have the following rights:

- (a) To attend, but not to vote, at Annual General Meetings and Special Meetings;
- (b) To receive any publications circulated by the Society; and
- (c) To be eligible to be appointed to serve on committees established by the Board.

2.15 Annual Membership Fees

The Annual Membership Fees for Members shall be determined by the Board provided that:

- (a) There may be different Annual Membership Fees for different membership types;
- (b) The Annual Membership Fees shall be payable annually, in advance, by such dates as determined by the Board, from time to time;
- (c) The membership fee shall be non-refundable.

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2.16 Obligations of Members

All Members shall have the following obligations:

- (a) To pay any applicable Annual Membership Fees;
- (b) To abide by the provisions of these By-laws;
- (c) To work to further the Objects; and
- (d) To abide by the Society Rules.

2.17 Withdrawal of Membership

Any rights to be a Member shall be non-transferrable. The right to be a Member shall terminate upon the first of the following occurring:

- (a) Providing written notice of resignation to the Society;
- (b) The Member becoming deceased; or
- (c) The Board passing a resolution that:
 - i. The Member has failed to pay the Annual Membership Fees within thirty (30) days of a demand on the Member by the Secretary-Treasurer; or
 - ii. The Member's behaviour or conduct is inimical to the interests to the Society. In such case, the Board shall provide a Member with seven (7) days' notice of a meeting of the Board to consider such revocation which shall include the grounds for revocation, and at which the Member may make representations to the Board provided that such revocation of membership shall not take effect until the Board has confirmed such revocation at such meeting.

Upon termination of membership, the terminated Member's name will be removed from any lists of Members maintained by the Society from time to time.

2.18 Reinstatement

Any Member whose membership has been terminated for either non-payment of Annual Membership Fees or by his or her voluntary resignation may have his or her membership reinstated upon paying to the Society the current year's Annual Membership Fees, and following any policies governing the reinstatement of membership as specified by the Board of Directors from time to time.

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2.19 Designated Representative

Any Member that is not an individual shall designate an individual representative from time to time.

Article 3 -- MEETINGS OF MEMBERS

3.1 Annual General Meeting

The Annual General Meeting shall be held once in each calendar year prior to the 31st day of March, and at such time and place and upon such notice, not being less than seven (7) days, as may be fixed by the Board provided that if any Special Resolution is on the agenda for such Annual General Meeting, such notice shall not be less than as required by the *Societies Act*.

3.2 Order of Annual General Meeting

The order of business at the Annual General Meeting, subject to such order to suspend or vary the order by majority vote of members present, shall proceed as follows:

- (a) Report of attendance;
- (b) Acceptance of previous year’s minutes;
- (c) Business arising from minutes;
- (d) Finance Committee report;
- (e) Appointment of Auditors;
- (f) Chair’s report;
- (g) Unfinished business; and
- (h) New business.

3.3 Special Meeting

The Board may, whenever it deems it appropriate, and the Board shall upon the written request of a minimum of twenty (20) Members in good standing of the Society, convene a Special Meeting to be held within one (1) week from the date of request to the Society (provided that if any Special Resolution is on the agenda for such Special Meeting, such notice shall not be less than as required by the *Societies Act*) and shall be held in accordance with the provisions of these By-laws. If the Special Meeting is called by reason of request, no business other than that stated in the request as the purpose of the meeting shall be transacted thereat.

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3.4 Notice

A notice of any Annual General Meeting or Special Meeting shall be deemed to have been given if given by written notice stating the date, time and place of the meeting, and in the case of a Special Meeting, the purposes for which it is being called by email to the most recent email address provided by a Member to the Society or if mailed postage prepaid to each Member of the Society at the last known address appearing on the records of the Society. Such emailing or mailing shall be deemed as sufficient notice notwithstanding any return to the sender notification subsequently received by the Society. No accidental error or omission in the giving of a notice of an Annual General Meeting or Special Meeting shall invalidate such meeting or make void proceedings taken thereat.

3.5 Quorum

A quorum at any Annual General Meeting or Special Meeting shall consist of twenty-five (25) Voting Members. Meetings of the Members may be held by electronic means, so long as all Members can communicate with each other. If a meeting of the Board is held by electronic means, Members are deemed to be present in person. If a quorum is not present at the opinion of the Chairman of any Annual General Meeting or Special Meeting within one hour of the time appointed for the meeting, or if subsequent to the opening of a meeting there ceases to be a quorum present, in the opinion of the Chairman, the Members present at the meeting shall adjourn the meeting. If the meeting was convened upon requisition of the members, the meeting shall be dissolved. In any other case, the meeting shall stand adjourned to be reconvened at the discretion of the Directors at such time and place as they shall deem convenient.

3.6 Voting

Each Voting Member shall be entitled to have one (1) vote on each matter coming before any Annual General Meeting or Special Meeting, except the Chairman of the meeting who shall have a casting vote in the event of a tie, but who shall not otherwise have a vote. Each vote must be exercised by the Member or its representative designated pursuant to Article 2.19.

3.7 Manner of Voting

Every question shall be decided in the first instance by a show of hands unless before or upon the declaration of the result of the show of hands a ballot be demanded by at least two (2) Voting Members personally present and entitled to vote. Should a poll be demanded, the Chairman may appoint scrutineers and determine the method of taking the poll, either by ballot or otherwise. A declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost shall be conclusive and an entry to that effect in the book proceedings of the Society shall be conclusive evidence thereof.

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3.8 Chairman

The Chair shall be the Chairman of any Annual General Meeting or Special Meeting, or if the Chair is absent, the Vice-Chair. If both the Chair and Vice-Chair are absent, then the Chairman of the meeting shall be a Voting Member selected by a majority of votes of Voting Members present.

3.9 Proxies

Proxies shall not be permitted at any Annual General Meeting or Special Meeting to permit one Member to vote on behalf of another Member.

Article 4 -- THE BOARD

4.1 Board

The business of the Society shall be managed by the Board, who may exercise all such powers of the Society as are not required to be exercised in Annual General Meeting or Special Meeting, subject, nevertheless, to the provisions of the *Societies Act*, to these By-laws, to the objects of the Society, and to directions given to the Board by any Annual General Meeting or Special Meeting. Without limiting the foregoing, the Board has the responsibility for:

- (a) Regulating admission of Members, requirements of membership, and termination of membership for the Society;
- (b) Governing and regulating operations, management and control of the Society and all of its activities; and
- (c) Appointing committees as required and as will benefit the Society.

4.2 Delegation

The Board may, from time to time, without limiting its general powers or responsibilities, delegate powers and duties to the Executive Director, or other such employees, contractors, or agents as is in the best interests of the Society.

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4.3 Borrowing

Without limiting the generality of Article 4.1, the Board may, from time to time, at their discretion, raise, borrow, or secure money in any manner and without limit on the credit of the Society and in such amounts as they may think proper, and may cause to be executed mortgages and pledges of the real and personal property and rights of the Society, and may cause to be signed bills, notes, contracts, and other evidence of securities for money borrowed or to be borrowed; provided that debentures shall not be issued without the sanction of a Special Resolution of the Voting Members.

4.4 Banking

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange for the payment of money and all notes and acceptances and bills of exchange in excess of designated threshold established by the Board from time to time (which is \$12,000 at the time of the adoption of these By-laws) shall be signed by two of the following :

- (s) the Chair and any other Director; or
- (t) the Secretary-Treasurer and any other Director; or
- (u) the Chair or the Secretary-Treasurer, AND the Executive Director or any other employee designated from time to time by the Board.

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange for the payment of money and all notes and acceptances and bills of exchange up to the designated threshold established by the Board from time to time (which is \$12,000 at the time of the adoption of these By-laws) shall be signed by any two of the following :

- (v) the Chair the Secretary Treasurer, any other Director, the Executive Director or any other employee designated from time to time by the Board.

4.5 Employees, Contractors, and Agents

The Board may appoint such agents and engage such employees or contractors as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board. Without limiting the generality of the foregoing, the Board may engage a person or persons to perform some or all of the day to day management of the Society. The duties and remuneration of all such agents, employees, and contractors shall be fixed by the Board.

In addition to the foregoing, and without limitation, the Board may engage any accounting, legal, and other professional advisors it deems necessary and fix the scope of retainer and remuneration.

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4.6 Board Composition

Number of Directors

There shall be no more than sixteen (16) and no fewer than ten (10) Directors. The number of elected Directors shall be determined by ordinary resolution at the Annual General Meeting of the Society.

Elected Directors

The elected Directors shall consist of up to three (3) representatives from each of the three classifications of Voting Members identified in subparagraphs (a), (b), and (c) of Article 2.3. and up to two (2) representatives from the classification of Voting Members identified in subparagraphs (d) of Article 2.3.

With respect to the 3 representatives from the classification outlined in subparagraph (c) of Article 2.3 (*Manufacturers, Suppliers or Consultants*), there can only be one representative from an industry within this classification. (For example, if there are two nominees from the same industry nominated and they are both among the 3 nominees with the most votes within the classification, only the one with the most votes will be elected and the nominees from other industries with the next most votes will be elected).

Appointed Chair

In addition to the elected Directors, the Board shall also include an additional Director appointed by the Board to act as the Chair. This appointment shall be made at the Board’s last meeting before the calling of the Annual Meeting and shall be for a one-year term commencing at the Annual Meeting.

Appointed Directors

Between Annual General Meetings, in order to fulfill a perceived need and not otherwise, the Board may appoint up to four (4) additional Directors who need not be Members. In no event shall the appointment of such Directors result in there being more than sixteen (16) Directors.

4.7 Term of Directors

The Directors shall be elected by a voting procedure conforming to the requirements of Article 4.8. The Directors shall serve for three (3) year terms commencing at the Annual General Meeting following their election and terminating at the Annual General Meeting three years later. A Director may be elected to serve for a maximum number of two (2) consecutive terms, with the exception of the Chair or Vice-Chair who can serve a maximum of four (4) consecutive terms. Elected Directors shall serve as representatives of the classification of Voting Members from which they were elected or appointed.

4.8 Nomination and Election of Directors

In each year by the end of December, the Executive Director shall mail or email a nomination form to each Voting Member inviting the Member to submit the name of any Voting Member who has consented to stand for nomination as a Director.

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The Executive Director shall then prepare an election ballot which shall, subject to the provisions of Article 4.9 (a), contain the full name of each nominee together with the nominee’s employer’s name and classification of the nominee’s membership. In addition, for those nominations within the classification set out in Article 2.3 (c) (*Manufacturers, Suppliers or Consultants*), the nomination shall also set out the specific industry of the nominee for the purposes set out in Articles 4.6 and 4.9 (b).

The Executive Director shall cause the ballot to be mailed or emailed to each Voting Member. The Executive Director shall also instruct the Voting Members as to the method and deadlines for vote submission. Each Voting Member shall be entitled to vote for as many nominees as are required to fill the vacancies available from the nominees appearing on the election ballot. Subject to the provisions of Article 4.9 (b), the nominees who receive the largest number of votes for the vacancies in their classification shall be elected as Directors for a term as described in Article 4.7.

4.9 Additional Requirements to foster Diversity and Seniority

The nomination and election process shall also be subject to the following additional requirements:

- (a) Nominees shall either be (i) Voting Members in their own right, or (ii) employees of Voting Members who hold a leadership role or who have authority and oversight within their firm. If a majority of the members of Governance and Human Resources Committee are of the opinion that a nominee does not have such a leadership role with the nominee’s firm, they may instruct the Executive Director to remove such nominee from the election ballot.
- (b) In the event there are multiple nominees from the same industry within the classification of *Manufacturers, Suppliers or Consultants* (set out in Article 2.3 (c)) only the one (1) nominee within the industry who has the largest number of votes shall be elected as Director and the other nominees within that industry shall not be elected. To fill any additional vacancies within that classification, the nominee within that classification but from a different industry with the next largest number of votes shall be elected.

4.10 Offices and Election of Officers

The Offices shall consist of the Chair, Vice-Chair, and Secretary-Treasurer. Each office shall be for a one (1) year term, between Annual General Meetings. For greater certainty, a Director may also be an Officer.

At the first meeting of the Board following the Annual General Meeting, the Board shall elect the remaining Officers other than the Chair.

4.11 Ceasing to be a Board Member

A person shall cease to be a Board Member if:

- (a) The Director is absent from three (3) successive meetings of the Board;

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- (b) A two-thirds majority vote of the Board calls for the Director to be removed for cause;
- (c) The Director provides a signed notice of resignation to the Society;
- (d) The Director is found to have lost capacity;
- (e) the Director moves from the classification for which the director is elected;
- (f) the person or the Member of which the person is the designate ceases to be a Member in good standing; or
- (g) the person or the Member of which the person is the designate becomes bankrupt,

provided that any act done in good faith by Board Members whose office is vacated as aforesaid shall be valid unless prior to the doing of such act written notice has been served upon the Board or an entry has been made in the Board’s minutes stating that such Board Member has ceased to be a Board Member of the Society.

4.12 Filling Vacancies

Vacancies among the Board Members, however caused, may so long as a quorum of Board Members remains in office, be filled by an election of the Board Members provided that:

- (a) in the case of a Director, such replacement Director shall be of the same classification as the vacated office and such replacement Director shall hold office only until the next Annual General Meeting;
- (b) notwithstanding the above, if the vacancy results in a loss of a quorum of Directors, the remaining Directors shall forthwith call a Special Meeting of the members to fill all vacancies in the office of Directors.

4.13 Remuneration of the Board

The Directors shall not be paid or receive any remuneration for their service to the Society as Directors unless authorized at any meeting and after notice for the same shall have been given.

4.14 Quorum

Fifty percent (50%) of the Board Members present in person shall constitute a quorum of the Board. At the option of the Board, meetings of the Board may be held by electronic means, so long as all Board Members can communicate with each other. If a meeting of the Board is held by electronic means, Board Members are deemed to be present in person. No business apart from the fixing of the date of the next meeting of the Board shall be conducted in the absence of a quorum.

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4.15 Meetings of the Board

The meetings of the Board shall be held at such time and such place and shall be called by the Chair, or failing which the Vice-Chair, and in such manner and upon such notice as the Board may from time to time determine, but will be held at a minimum of four (4) times each calendar year. Questions arising at any meeting of the Board shall be decided by a majority of votes except as otherwise provided herein. Each member of the Board shall have one (1) vote provided that, for greater certainty, if a member of the Board is simultaneously a Director and an Officer, he or she shall have one (1) vote and further provided that in case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second or casting vote.

4.16 Meeting Agenda Additions

Any one or more Voting Members may place an item of business on the agenda of any Board meeting by providing the Secretary-Treasurer with a written request to that effect including a description of the proposed item of business, at least seven (7) full days prior to the Board meeting.

4.17 Resolutions in Writing

Every resolution signed or consented to by not less than one hundred percent (100%) of the members of the Board shall be as valid as if passed at a meeting of the Board. The Board need not meet to pass a resolution, and may pass a resolution if the Board Members indicate consent to a resolution by email, facsimile transmission, or by other electronic means.

Article 5 -- OFFICERS AND THEIR DUTIES

5.1 Chair

The Chair shall have the following duties:

- (a) to preside at all meetings of the Board and at all meetings of the Members;
- (b) to be ex-officio, a member of all committees of or appointed by the Board;
- (c) to be the spokesperson for the Society;
- (d) to present an annual report covering the preceding year's activities to the Annual General Meeting;
- (e) in consultation with the Board, to appoint Members to serve on committees of the Society;
and
- (f) such other duties as determined by the Board.

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5.2 Vice-Chair

The Vice-Chair shall have the following duties:

- (a) to preside at all meetings of the Board and at all meetings of the Members, when the Chair is not present;
- (b) to assist and support the activities of the Chair; and
- (c) such other duties as determined by the Board.

5.3 The Secretary-Treasurer

The Secretary-Treasurer shall have the following duties:

- (a) to keep minutes of all meetings of the Board and of the meetings of Members;
- (b) to keep such other books and records as may be required for the activities of the Society;
- (c) to ensure that notice of any meeting is sent out as requested by the Board;
- (d) to conduct all correspondence of the Society;
- (e) to keep current and accurate records of all funds of the Society are kept and that the funds are deposited in the name of the Society in banks or other institutions designated by the Board;
- (f) to keep current and accurate records of disbursements and to make these disbursements in accordance with the procedures approved by the Board and in accordance with generally accepted accounting principles;
- (g) to keep a full and accurate record of receipts and expenditures;
- (h) to ensure a financial report is presented to the Board at each regular meeting;
- (i) to prepare an annual budget and present it to the Board;
- (j) to make a financial report, including all annual financial statements of the Society, at each Annual General Meeting;
- (k) to ensure that the annual audit of the Society is performed in accordance with these By-laws and that any annual financial statements of the Society are prepared; and
- (l) such other duties as determined by the Board.

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As permitted by Article 4.2, the Secretary-Treasurer may enlist assistance to carry out its duties.

5.4 Remuneration of Officers

The Officers shall not be paid or receive any remuneration for their service to the Society as Officers unless authorized at any meeting and after notice for the same shall have been given.

5.5 Prohibition on Multiple Offices

No person shall hold more than one office at any time. For greater certainty, one may simultaneously be a Director and an Officer.

Article 6 -- COMMITTEES

6.1 General

The Board shall have the power to constitute various committees either as hereinafter set forth or otherwise as the Board may from time to time deem necessary. The members shall be appointed to these committees, subject to any provision to the contrary herein, by the Chair, in consultation with the Board. These Committees could include a Governance and Human Resources Committee, a Stakeholder Strategies and Engagement Committee and a Finance and Risk Management Committee.

Article 7 -- INDEMNIFICATION

7.1 Indemnification

Subject to the limitations contained in the *Societies Act*, the Society shall indemnify a Board Member, a former Board Member, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Board Member of the Society, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Society; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Article 8 -- AUDIT AND FISCAL YEAR

8.1 Fiscal Year

The fiscal year of the Society shall be as determined by the Board.

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8.2 Appointment of Auditor(s)

The Voting Members shall, at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting. The auditor shall be an independent professional accountant.

8.3 Vacancy

The Board may fill any casual vacancy in the office of auditor.

8.4 Remuneration

The remuneration of the auditors of the Society shall be fixed by the Board.

8.5 Method of Audit

The auditors shall audit the books, vouchers, accounts and financial statements of the Society. The auditor shall also examine and verify the securities and other assets of the Society in the custody of the Executive Director and approve the valuation at which the Society’s assets are carried. This audit shall be conducted in accordance with the mandate provided by the Board and the requirements of the *Societies Act*.

8.6 Auditor’s Report

The auditors shall make a report to the Members and the Board on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any Annual General Meeting during their tenure of office.

8.7 Right of Access

Every auditor of the Society shall have a right of access at all times to all records, documents, books, accounts and vouchers of the Society and is entitled to require from the Board such information and explanation as may be reasonably necessary for the performance of the duties of auditor.

8.8 Meeting Rights

The auditors of the Society are entitled to attend at any meeting of Members at which any accounts that have been examined or reported on by them are to be laid before the Members for the purpose of making any statement or explanation they desire with respect to the accounts.

Article 9 -- HEAD OFFICE and SEAL

9.1 Head Office

The Head Office of the Society shall be located in the Province of Alberta, in such place as may from time to time be determined by the Board.

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9.2 Seal

The Board shall provide for the safe custody of the corporate seal, the use of which shall be authorized by the signature of any two Officers.

Article 10 -- SOCIETY RULES AND BY-LAWS AMENDMENTS

10.1 By-laws

These By-laws may be altered, amended, added to or rescinded at any time by Special Resolution of the Voting Members.

10.2 Society Rules

The Board may prescribe such Society Rules as are not inconsistent with these By-laws relating to the management and operation of the Society as they deem expedient, provided that such rules and regulations may be revoked by a majority vote of the Voting Members at any Annual General Meeting or Special Meeting.

Article 11 -- INSPECTION OF BOOKS AND ACCOUNTS

11.1 Location of Records

The books and records of the Society shall be kept and maintained at the Head Office of the Society save and except the minute book and annual returns of the Society, which shall be kept and maintained at the Registered Office of the Society.

11.2 Inspection of Records

The books and records of the Society may be inspected by Members at the head office of the Society during normal business hours.

Article 12 -- GENERAL MATTERS

12.1 Interpretation

Wherever the singular, plural, masculine or feminine is used throughout these By-laws, the same shall be construed as meaning the plural or the singular, or the neuter, or the body politic or corporate where the context hereof so requires.

12.2 Registered Office

The Registered Office of the Society shall be at such place within the City of Edmonton, in the Province of Alberta, as the Directors shall by resolution determine. A notice may be served by the Society upon any

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person entitled thereto by delivery to that person or by sending it by mail, email to the most recent email address a Member has provided to the Society, or by postage prepaid to that person at his last known address appearing in the records of the Society. Where such person has no address in the records of the Society, a notice posted in the office of the Society shall be deemed to have been served upon the person at the expiration of seven (7) clear days after it is so emailed or posted. Any notice sent by email or post shall be deemed to have been served upon the seventh day following that upon which the notice is emailed or posted and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed, the postage was prepared and the envelope or wrapper was deposited at the Post Office or in such postal box or, in the case of email, by delivery receipt.

12.3 Waiver of Notice

Notwithstanding anything to the contrary in these By-laws, any person entitled to receive notice may, by instrument in writing, signed by such person, waive any such notice.

12.4 Dispute Resolution

A dispute arising among any Members of the Society, or between:

- (a) A Member or person who is aggrieved and who has for not more than 6 months ceased to be a Member, or
- (b) A person claiming through the Member or aggrieved person or claiming under the By-laws of the society,

and the society or a Director or Officer of the Society shall be decided by a single arbitrator pursuant to the provisions of the *Arbitration Act* (Alberta).

12.5 Winding up of the Society

Subject to the Objects, upon the winding up of the Society, any funds belonging to the Society after payment of all just debts shall be donated to such society, group or organization in Alberta that the Board in their discretion deem appropriate.

12.6 Transfer of Property

In the case of dissolution resulting from the amalgamation with another society, charitable organization, or other not-for-profit organization, the remaining property shall be transferred to the new organization.