

## BY-LAWS OF THE NWT & NUNAVUT CONSTRUCTION ASSOCIATION

### ARTICLE 1 – INTERPRETATION

In these By-laws, the following words and expressions shall have the meanings below assigned to them:

“The Association” shall mean the NWT & Nunavut Construction Association.

“The Board” shall mean the Board of Directors of the NWT & Nunavut Construction Association or a quorum thereof acting at a meeting of the Board of Directors as required by the situation.

“A member in good standing” shall mean a member who is not in arrears with any dues or assessments and shall have paid to the NWT & Nunavut Construction Association, all debts due by him to the NWT & Nunavut Construction Association as of the 28<sup>th</sup> day of February.

Whenever the singular or masculine is used throughout these By-laws, the same shall be construed as meaning the plural or feminine or a body corporate where the context or the parties so requires.

### ARTICLE 2 – MEMBERSHIP

- 2.1 Every person, firm, corporation, association, society, or other entities engaged or interested in the construction industry, shall be eligible for membership in the Association. Membership in the Association shall be divided into the following classes: Active Members, Associate Members, Honourary Members, and Life Members.
- 2.2 Active Members shall be persons, firms, or other corporations engaged in the construction industry, or carrying on a business for the purpose of providing services or materials to any other person, firm, or corporation engaged in the construction industry. Each such member shall be entitled to one (1) vote only, whether person, firm or corporation. Active Members in the Association shall be divided into the following categories:
- i. General Contractors: a general contractor is responsible for the overall coordination of a construction project.
  - ii. Trade Contractors: a sub-contractors who specializes in a particular aspect of a construction project such as electrical, mechanical, masonry, painting, etc.
  - iii. Road Builders and Heavy Construction Contractors: contractors who normally undertake road and build construction, earth moving, paving, sewer and watermain construction.
  - iv. Manufacturers and Suppliers: persons, firms or corporations who provide materials and manufactured goods necessary for construction.
  - v. Transportation and Logistics: transportation refers to persons, firms or corporations involved in the physical movement of goods and people; logistics refers to persons, firms or corporations involved in the process of planning, implementing, and controlling the efficient, effective flow and storage of goods, services, and related information from point of origin to point of consumption for the purpose of conforming to customer requirements.

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- vi. Allied Professionals refer to persons, firms, or corporations who provide services relating to the construction industry.
- 2.3 Associate Members refer to associations, societies, crown corporations, educational institution, or government authorities engaged or interested in the construction industry. Associate Members shall not be entitled to hold office, or to vote at any meeting of the Association.
- 2.4 Honourary Membership may be granted by the Board or by the members at the Annual General Meeting, in recognition of valuable services rendered by an individual or not-for-profit entity to the Association or the Construction Industry. Honourary Members shall not be entitled to hold office or to vote at any meeting of the Association.
- 2.5 Life Membership may granted to any person, by the Board or by the members at the Annual General Meeting, as an expression of appreciation for distinguished services to or in the interests of the Association. Life Members shall not be entitled to hold office or to vote at any meeting of the Association.
- 2.6 ADMISSION OF MEMBERS
- i. Every applicant for Active or Associate membership in the Association shall sign a form adopted and supplied by the Association.
  - ii. Every application for Active or Associate membership must be accompanied by the appropriate fees.
  - iii. All applications for membership will be submitted to the Board and upon approval by the Board, the Applicant shall become a Member. The Association's Executive Director may also grant approval.
  - iv. Members in good standing shall be entitled to the benefits of Association membership.
- 2.7 RESTRICTION
- i. Membership in the Association is not transferable.
- 2.8 BENEFITS AND OBLIGATIONS
- i. Members of the Association, who are in good standing, are entitled to the benefits of Association membership.
  - ii. Members shall be subscribers to the Association's Constitution and By-laws, and are expected to abide by ethical and industry standard best practices.

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### 2.9 MEMBERSHIP FEES

- i. The membership fee, in the form of an annual subscription, and/or other assessments payable by Active and Associate members shall be fixed from time to time by the Board. Honourary and Life Members shall not pay any dues or assessments.
- ii. The membership fees shall be payable on admission to membership in the Association and thereafter annually on January 2.
- iii. Membership, and associated benefits, shall be terminated, if any member fails to pay their annual membership fee no later than February 28. The Board or the Executive Director may reinstate a member upon receipt of payment of the outstanding membership fees and such reasons as may be considered satisfactory for such failure to pay.

### 2.10 SUSPENSION OR EXPULSION OF MEMBERSHIP

- i. The Board shall have the power to suspend or expel any Member whose conduct is considered detrimental to the interests of the Association.
- ii. The affected member shall receive notice of suspension or expulsion in writing.
- iii. Member benefits will be suspended or ended as a result.

### 2.11 WITHDRAWAL OF MEMBERS

- i. Any member may withdraw from the Association by submitting a written notice of resignation to the Board through the Honourary Secretary.
- ii. No portion of the fees paid shall be refunded.

## ARTICLE 3 – MEETINGS

### 3.1 ANNUAL GENERAL MEETING

- i. An Annual General Meeting of the Association shall be held once per calendar year – within one hundred and twenty (120) days of the Association’s fiscal year-end.
- ii. A minimum of fourteen (14) days’ notice shall be communicated to the members via e-mail, specifying the time, date, and location of said meeting; non-receipt of such notice by any member shall not invalidate the proceedings of any meeting.

### 3.2 GENERAL MEETINGS

- i. Other general meetings of the Association shall be held at the discretion of the Board to discuss matters for the benefit of the members.

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### 3.3 SPECIAL MEETINGS

- i. The President shall call a Special Meeting in response to a request from four (4) or more members in good standing for the purposes of discussing a specific item or group of items.
- ii. A minimum of five (5) days' notice shall be given to the membership; and
- iii. No other item(s) shall be discussed at said meeting, except at the discretion of the President or the Board, who may add such item(s) to the agenda to be dealt with as deemed necessary.

### 3.4 ATTENDANCE

- i. All members shall be entitled to attend the Annual General Meeting, as well as all General and Special meetings.

### 3.5 MEETING PROCEDURES

- i. The President shall chair every meeting. The Vice-President shall chair the meeting in his absence. If neither are present at the meeting within ten (10) minutes of the meeting convening, the members present shall elect one of their own number to be Chairman of the meeting.
- ii. Five (5) members of the Association shall constitute a quorum for the Annual General Meeting, General meetings, and Special meetings.
- iii. A member of the Board shall inform the Executive Director in writing, prior to the meeting, if he is unable to attend the meeting.
- iv. If any member of the Board is absent from three (3) consecutive meetings, without reasonable excuse, or ceases to be a member in good standing, the Board shall declare his office vacated.
- v. Minutes of the proceedings of Annual, General, and Special Meetings shall be recorded and maintained by the Association for review by the Board and the members.
- vi. Every Active Member, whether person, firm, or corporation, shall have one (1) vote only.
- vii. All matters under consideration at a meeting shall be decided by the majority of votes.

## ARTICLE 4 – BOARD OF DIRECTORS

- i. The business of the Association shall be conducted and managed by the Board of Directors.
- ii. The Board shall consist of a President, a Vice-President, an Honourary Treasurer, an Honourary Secretary, and at least five (5), but no more than ten (10) Directors representing the trade or business categories of the Active Members' class. The immediate Past President shall also serve on the Board for an additional year, if willing and able to serve.
- iii. The Board shall be elected annually from the Active Members by the Active Members at the Annual General Meeting.

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- iv. The Board shall serve without remuneration.
- v. An Executive Committee, consisting of the President, Vice-President, the Honourary Treasurer, the Honourary Secretary, and the immediate Past President, may act on behalf of the Board, but must submit decisions to the Board for confirmation.

### ARTICLE 5 – POWERS OF THE BOARD

- i. The Board may do all acts and exercise all powers conferred on or held by the Association except such as are required by these By-laws or by statute to be exercised or done by the Association at a general meeting.
- ii. The Board shall have full power to make rules and regulations from time to time for the governance of the Association not inconsistent with these By-laws or the Constitution of the Association.
- iii. All members of the Board shall have equal voting rights.
- iv. The Board may act notwithstanding any vacancy in their body.
- v. The Board shall have the authority to appoint a Director to fulfil a particular duty or function or to fill any vacancies on the Board, or to call an election to fill any vacancies. The person appointed or elected will stay in office until the next Annual General Meeting.

#### 5.1 DUTIES OF OFFICERS

##### 5.1.1 President

The President shall chair all meetings. The President shall sign all required documents and perform any other duties which can reasonably be expected as the Association's senior elected officer.

##### 5.1.2 Vice-President

The Vice-President shall perform the President's duties in the absence of the President.

##### 5.1.3 Honourary Treasurer

The Honourary Treasurer shall be the custodian of all moneys of the Association. The Honourary Treasurer shall carefully account for all of the Association's financial transactions and shall provide a report to the Board at regular meetings as well as provide a full financial report at the Annual General Meeting.

##### 5.1.4 Honourary Secretary

The Honourary Secretary shall be responsible for meeting minutes as well as other Association records, responsible for the communication of notices to the members, and shall be familiar with

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the rules governing the meetings and the by-laws governing the Association and provide advice to the Board accordingly.

### 5.1.5 Executive Director

The Board of Directors may employ an Executive Director whose terms and conditions of employment shall be specified by the Board. The Executive Director shall be responsible for all management functions and shall direct all activities of the Association as prescribed by the Board. The duties of the Honourary Treasurer and the Honourary Secretary shall be assigned to the Executive Director.

The Executive Director shall employ and may terminate the employment of staff and/or consultants as required to carry on the work of the Association and shall fix their compensation within the approved budget. He shall define the duties of the staff and/or consultants, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his judgement, be in the best interest of the Association.

### 5.2 RESIGNATION AND REMOVAL OF DIRECTORS

- i. The Board may remove any member of the Board by special resolution of the Association made during a Special Meeting called for the aforementioned specific purpose, if in the opinion of two-thirds of the all Board members in attendance at the Special Meeting, the conduct of said member of the Board is considered detrimental to the interests of the Association.
- ii. Any member of the Board may resign by submitting a written notice of resignation to the Board through the Honourary Secretary.

## ARTICLE 6 – FINANCIAL

### 6.1 SIGNING OFFICERS

- i. The President, Vice-President, the Honourary Treasurer, the Honourary Secretary, the Past President, and the Executive Director shall be authorized to sign cheques and to attend to all banking matters.
- ii. It is necessary for any two of these officers to sign cheques and banking documents.

### 6.2 FUNDS

- i. The funds of the Association shall be deposited in a chartered bank approved by the Board and may be invested upon approval of the Board.
- ii. The Association may borrow or raise money in such a manner as it required for the purposes of carrying out its business commitment(s) with the approval of the Board.

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### 6.3 FISCAL YEAR

The Association's fiscal year-end shall be December 31.

### 6.4 AUDITORS

- i. A Notice to Reader report will be prepared annually by an accountant or firm of accountants and presented at the Annual General Meeting.
- ii. The Board retains the right to appoint an auditor or firm of auditors to prepare an Auditors' Report.

## ARTICLE 7 – AMENDMENT OF THE BY-LAWS

- i. These By-laws may be revised or repealed by an ordinary resolution passed by a majority of the members in attendance at the Annual General Meeting or by an extraordinary resolution passed by a majority of not less than three-fourths of the members in attendance a meeting called for this purpose.
- ii. Notice of the proposed amendment(s) shall be communicated to members at least fourteen (14) days prior to said meeting.

## ARTICLE 8 – INSPECTION OF BOOKS AND RECORDS

All records of the Association, minutes and financial reports, shall be made available for inspection by members at the Annual General Meeting or at the Association's Head office upon request with ten (10) business days' notice of said request.

## ARTICLE 9 – DISSOLUTION

In the event of the dissolution of the Association, after paying or adequately providing for its debts and obligations, the Association shall devote any remaining assets to the carrying out of one or more of the objects of the Association if feasible and if not, the Association shall dispose of its remaining assets to a not-for-profit organization with similar objects, or a Canadian charity or Canadian charities. This provision shall be unalterable.