

The Ontario General Contractors Association received its Letters Patent on September 19, 1939.

Incorporated under The Companies Act, the Association is governed by its By-Laws. The By-Laws set out who we are, our purpose and how we are to operate, from financing to the election of officers and Board members.

ONTARIO GENERAL CONTRACTORS ASSOCIATION  
Incorporated under the  
Ontario Companies Act by  
Letters Patent, dated September 19, 1939

## **ARTICLE I – NAME**

The organization shall be known as the "Ontario General Contractors Association", hereinafter referred to as the OGCA.

## **ARTICLE II – PURPOSE**

The objectives of the OGCA shall be to:

- a) Protect the construction market for the services of general contractors and create an equitable environment for the general contracting industry;
- b) Maintain high standards in area of ethics, relations, excellence and innovation in the contracting industry;
- c) Provide methods and means whereby individual members may avail themselves of the power of combined effort through the OGCA;
- d) Promote cordial and cooperative relations between general contractors and those with whom they deal or have contact with in the contracting industry;
- e) Seek correction of injurious, discriminatory or unfair business methods practiced by or against general contractors;
- f) Assist and advise members to eliminate and/or prevent extraordinary or abnormal risk.
- g) Cooperate fully with the Construction Safety Associations and other allied organizations to promote a strong accident prevention policy;

- h) Promote economy and efficiency in the contracting industry;
- i) Work with all stakeholders for the prevention of injury and death to construction workers.
- j) Promote and support strong educational training programs for all OGCA member employees.
- k) Equally support members of all disciplines, labour structures and geographic area of operations.

### **ARTICLE III – GOVERNING AUTHORITY**

The OGCA shall be governed and operated in accordance with the Laws of the Province of Ontario, Articles of Incorporation of the OGCA, By-Laws, Statements of Policy, and instructions of its General Membership Meetings and Board of Directors.

The government of the OGCA shall be vested in a Board of Directors assisted by an Executive Committee composed of the Officers of the OGCA.

### **ARTICLE IV – HEAD OFFICE**

The Head Office of the OGCA shall be in the Province of Ontario at a location decided by the Board of Directors.

### **ARTICLE V – FINANCING**

#### **Section 1: Fiscal Year**

The fiscal year of the OGCA shall end on the 30th day of June of each year.

#### **Section 2: Auditor**

An auditor or firm of auditors shall be appointed each year at the Annual General Meeting whose duty it shall be to audit the books, vouchers and accounts of the OGCA and certify to the correctness of the balance sheet.

**Section 3: Banking**

A bank account shall be kept in the name of the "Ontario General Contractors Association" at such chartered bank or banks as may be determined from time to time by the Board of Directors.

**Section 4: Signing Officers**

All cheques, orders for payment of money, promissory notes, bills of exchange, purchase orders or agreements and similar documents shall be signed by any two Officers on behalf of the OGCA for amounts over \$2,000.00, and by any one of the Officers for amounts \$2,000.00 or less.

**Section 5: Authority**

Financing of the OGCA's affairs shall be as directed by the Board of Directors through the Honourary Treasurer whose duties shall be as hereinafter set forth in the By-Laws.

**Section 6: Books and Records**

There shall be recorded in the general books of account of the OGCA all receipts of general membership fees which are defined as fees payable by the general members, and other monies, and disbursements of the OGCA in regard to all matters. The general property of the OGCA is defined as the excess of the receipts over the disbursements recorded in the general books of account from time to time.

**Section 7: Termination of the OGCA and Disposal of Net Assets**

In the event the affairs of the OGCA are voluntarily terminated, any excess funds and/or net assets will be transferred to a non-profit organization having aims and objectives similar to those of the OGCA. In the event no such organization exists, the Board of Directors of the OGCA is authorized to dispose of the net assets by donating them to a recognizable charitable organization of provincial dimensions.

## **ARTICLE VI – MEMBERSHIP**

### **Section 1: Qualification**

- a) To be eligible for membership in the OGCA, a general contractor shall be an individual, partnership or corporation that contracts with owners and / or architects and / or engineers to coordinate and / or perform, in their entirety, the construction and / or renovations of structures, and who has established a reputation for skill, integrity and responsibility.

### **Section 2: Application**

- a) Application for Membership shall be submitted in writing, signed by the applicant, and accompanied by the amount of membership fee in force at the time of application.
- b) A majority vote of the Board of Directors shall be necessary for the acceptance of the applicant. Such vote shall take place at either the next scheduled Board meeting or at the discretion of the Executive a vote may be conducted electronically.

### **Section 3: Termination of Membership**

- a) A member may tender resignation from the OGCA upon written notice addressed to the head office of the OGCA.
- b) Membership in the OGCA may be terminated for any indebtedness due to the OGCA, such as fees, assessments or any other obligations or for gross misconduct relating to OGCA policies or code or ethics. A majority vote of the Board of Directors present at such meetings shall be necessary for termination of membership.

### **Section 5: Life Membership**

The Board of Directors may confer Life Membership on any person in recognition of distinguished service to the Association. Such Life Membership shall have the same voting rights and privileges of a regular member in good standing. A Life Member shall not be liable for fees and assessments as listed under Article VII. Such membership shall apply to individuals only.

## **Section 6: Obligation of Membership**

Each new member firm which has been accepted by the Board of Directors, shall sign an agreement whereby the member acknowledges receipt and understanding of OGCA documents including:

- By-laws
- Code of Ethics
- Statements of Policy
- Administrative Policies

The member firm agrees to:

- Obey the By-laws of the OGCA and all amendments, and all rules and regulations for the conduct of the members of the OGCA;
- Further the general purposes of the OGCA; and
- Protect and support all fellow members of the OGCA against any unjust demands made by any person.

## **ARTICLE VII – FEES AND ASSESSMENTS**

### **Section 1: Annual Fees**

Membership fees shall be determined by the Board of Directors.

### **Section 2: Date Due**

Membership fees shall become due and payable on the 1st day of July in each year.

### **Section 3: Arrears**

If any member fails to pay annual fees by July 31, notice of arrears shall be sent to the last known address. Such member will be terminated from the OGCA and the Safety Group for the current year (if applicable) if membership fees are not paid by August 31. Reinstatement will only be considered by the Board of Directors after all fees and a \$100 reinstatement fee have been paid. Reinstatement is not subject to renewal in the Safety Group for the current year.

### **Section 4: Vote**

No member in arrears shall be entitled to vote or to hold a position on the Board of Directors.

**Section 5: Special Assessments**

Upon resolution of the Board of Directors confirmed by a two-thirds majority of the general membership present at a General Meeting, the Board of Directors may levy special assessments upon the membership.

**ARTICLE VIII - GENERAL MEETINGS**

**Section 1: Annual General Meeting**

- a) The Annual General Meeting of the OGCA shall take place within 20 weeks after the commencement of the fiscal year. It shall be convened at such place as may be decided upon by the Board of Directors. Notice of such Annual General Meeting shall be mailed to all members at their last known address at least 90 days prior to the date of the meeting.
- b) Agenda for Annual General Meetings shall include at least:
  - 1. Minutes
  - 2. Chairman of the Board's Report
  - 3. President's Report
  - 4. Honourary Treasurer's Report and Appointment of Auditor(s)
  - 5. Election of Directors
  - 6. First Board of Director's Meeting and Election of Officers
  - 7. Other Matters

**Section 2: Special General Meetings**

Special General Meetings may be called at the discretion of the Board of Directors or at the call of 10 percent of the members of the OGCA in good standing. Notice of such meetings shall be mailed to all members at their last known address at least ten days prior to the date of the meeting. Such notice shall designate the purpose for which the meeting is called.

**Section 3: Quorum and Vote**

- a) At General Meetings, 15 percent of the members in good standing shall constitute a quorum.
- b) No more than one person representing a member firm shall be entitled to vote at any General Meeting. Such person shall have one vote only and shall be the authorized representative of such member firm.
- c) The OGCA may provide proxy ballots to member firms that cannot provide representation at a General Meeting. The ballot will remain sealed until the call for the vote is taken in the meeting.
- d) Voting by secret ballot may be held at any General Meeting if requested by a member.

**ARTICLE IX - BOARD OF DIRECTORS**

**Section 1: Election**

- a) The Board of Directors shall consist of up to 30 members in good standing, at least 20 of whom shall be elected at the Annual General Meeting. The Board of Directors may appoint members to fill vacancies. Board members shall remain in office until the next Annual General Meeting.
- b) Directors shall be elected from among the active members of the OGCA. No more than one person from a member firm, or its affiliates, shall be elected as a Director.
- c) A representative of a firm shall only be eligible to serve on the Board of Directors if s/he is an Executive Officer of the firm being represented. An Executive Officer shall mean a Corporate Officer or Manager holding a position in an Executive capacity with discretionary authority; or a person acting as the local agent or branch representative of a member corporation.
- d) A Nominating Committee, chaired by the Immediate Past Chairman, consisting of the incumbent Chairman, the First Vice-Chairman, the Second Vice-Chairman and the most immediately available past Chairman who is a current Director, shall 45 days prior to the Annual General Meeting, submit to the President a list of at least 20 nominations of members to be elected to the Board of Directors at the Annual General Meeting.

- e) Independent nominations shall be submitted in writing signed by the nominator, seconded and forwarded to the President at least 60 days prior to the Annual General Meeting.
- f) Should there be more than 30 nominations for the Board of Directors presented at the Annual General Meeting, then an election by secret ballot shall be held at such meeting and the 30 nominees receiving the greatest number of votes shall be declared elected to the Board of Directors.
- g) The Nominating Committee in consultation with the Executive Committee, shall, 45 days prior to the Annual General Meeting, provide its recommendation for filling any vacant positions on the Executive Committee from within the current Board of Directors.
- h) OGCA endeavors to include on its Board, Directors that fairly represent its members from a variety of firm sizes, disciplines, labour structures and geographic area of operations.
- i) Directors are expected to participate in a committee and/or taskforce or dedicate a representative from their member firm. Committees and taskforces must be chaired by an OGCA Director.

## **Section 2: Powers of the Board of Directors**

The Board of Directors shall actively promote the objects of the OGCA, supervise its affairs and approve the annual budget.

## **Section 3: Board of Directors' Meetings**

- a) At least five regularly constituted meetings of the Board of Directors shall be held each year.
- b) A quorum shall consist of ten members.
- c) The agenda shall be established by the Executive Committee.
- d) Any item can be added to an agenda if 80% of the directors present agree to approve the addition to the agenda.
- e) Meetings shall be held at such time and place as may be decided by the Chairman of the Board or the Executive Committee. Notice of meetings shall be delivered to each member of the Board of Directors at least ten days prior to the date of the meeting.



- f) Special meetings of the Board of Directors may be called by the Chairman of the Board or any three Directors upon two days' notice. Such notice shall designate the purpose for such meeting.
- g) Directors are required to attend the majority of the Board of Directors meetings. Frequent absentia may result in removal from the Board.

**Section 4: Remuneration**

No Director shall receive any remuneration for duties performed on behalf of the Association. Directors may be reimbursed for reasonable expenses incurred while performing such duties.

**ARTICLE X – OFFICERS**

**Section 1: Executive Committee**

- a) At the first meeting of the Board of Directors at the Annual General Meeting, or more often as may be required, the Board of Directors shall elect from among themselves a Chairman of the Board, a First Vice-Chairman, a Second Vice-Chairman, a Honourary Treasurer and a Honourary Secretary, who shall then be the five Elective Officers of the OGCA.
- b) The five Elective Officers, the Immediate Past Chairman and the President shall comprise the Executive Committee.

**Section 2: President**

A President may be appointed by the Board of Directors at such annual remuneration as the Board of Directors determines appropriate. As an Appointed Officer, s/he shall be a non-voting, ex officio member of the Executive Committee and Board of Directors.

**Section 3: Immediate Past Chairman**

The Immediate Past Chairman shall be an Officer of the OGCA.

## **ARTICLE XI – DUTIES OF OFFICERS**

### **Section 1: Chairman of the Board**

The Chairman of the Board shall preside at all meetings of the Executive Committee and Board of Directors, as well as all General Meetings. The Chairman of the Board shall be a non-voting, ex officio member of all regular and special committees and shall have general supervision of the affairs of the OGCA. The Chairman of the Board shall perform such other duties as are usual for such an Officer.

### **Section 2: Vice-Chairmen**

The Vice-Chairmen shall attend all Executive Committee and Board of Directors meetings. It shall be the Vice-Chairmen's responsibility to assist the Chairman of the Board performs his / her functions. In the absence of the Chairman of the Board, the First Vice-Chairman shall perform the duties of the Chairman of the Board. In the absence of the Chairman and the First Vice-Chairman, the Second Vice-Chairman shall perform the duties of the Chairman of the Board. In the absence of all three, a Chairman pro tempore shall be appointed by the Board of Directors.

### **Section 3: Honourary Treasurer**

The Honourary Treasurer shall attend all Executive Committee and Board of Directors meetings, be responsible for the financial affairs of the OGCA and shall make full report of same at the Annual General Meeting or at any time upon demand by the Board of Directors.

### **Section 4: Honourary Secretary**

The Honourary Secretary shall attend all Executive Committee and Board of Directors meetings, assist the Chairman of the Board and cooperate with the President. In the event of absence or disability of the President, s/he shall carry out those duties normally performed by the President.

### **Section 5: President**

The President shall keep a complete and accurate account of all proceedings and financial transactions of the OGCA. The President shall act as Secretary to the Executive Committee and Board of Directors. The President may, with the approval of the Board of Directors, delegate to assistants any portion of his or her duties.

**Section 6: Immediate Past Chairman**

The Immediate Past Chairman shall attend all Executive Committee and Board of Directors meetings and chair the Nominating Committee. The Immediate Past Chairman shall perform such other duties as are usual for such an Officer.

**ARTICLE XII – COMMITTEES**

The Board of Directors shall appoint committees as may from time to time be deemed necessary.

**ARTICLE XIII – AMENDMENTS**

The By-Laws of the OGCA may be amended by a two-thirds vote of the membership of the OGCA present at any General Meeting. Notice of proposed amendments shall be given in writing to the President and it shall be his or her duty to forward to the members a copy of such amendments at least 30 days prior to the date of the meeting at which same is to be considered. Amendments may be adopted in their original form or in amended form.

**ARTICLE XIV – INDEMNIFICATION**

Every Director and staff of the OGCA, his / her heirs, executors and administrators, and estate and effects, respectively may, with the consent of the OGCA given at any General Meeting, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- a) all costs, charges and expenses whatsoever that s/he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him / her, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by him / her, in or about the execution of the duties of his / her office; and,
- b) all other costs, charges and expenses that s/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his / her own willful neglect or default.

## **ARTICLE XV – SEAL**

Documents issued by the OGCA shall be certified with the Seal of the Corporation, which shall consist of an embossed die in circular form containing the name of the OGCA in the outer circle, with the date of incorporation in the centre. The President shall have custody of the Seal of the OGCA.

Revised at Annual General Meeting 2007, Halifax, Nova Scotia