

BYLAW NO. 4

A bylaw relating generally to the transaction
of business and conduct of affairs of the

ONTARIO GENERAL CONTRACTORS ASSOCIATION

SECTION 1 – DEFINITIONS

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (1) "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (2) "Articles" means the original or restated letters patent, articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (3) "Associate Partners" has the meaning set forth in Section 7.1(1);
- (4) "Board of Directors" or "Board" means the board of directors of the Corporation;
- (5) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (6) "Chair" means the chair of the Board;
- (7) "Corporation" and "OGCA" means the Ontario General Contractors Association;
- (8) "Director" means an individual occupying the position of director of the Corporation by whatever name they are called;
- (9) "Executive Committee" means the executive committee of the Board of Directors formed under Section 11.1; and
- (10) "Officer" means an officer of the Corporation.

SECTION 2 – PURPOSE

2.1 Purposes

The objectives of the OGCA shall be to:

- (1) Protect the construction market for the services of general contractors and create an equitable environment for the general contracting industry;
- (2) Maintain high standards in area of ethics, relations, excellence and innovation in the contracting industry;
- (3) Provide methods and means whereby individual members may avail themselves of the power of combined effort through the OGCA;
- (4) Promote cordial and cooperative relations between general contractors and those with whom they deal or have contact with in the contracting industry;
- (5) Seek correction of injurious, discriminatory or unfair business methods practiced by or against general contractors;
- (6) Assist and advise members to eliminate and/or prevent extraordinary or abnormal risk.
- (7) Cooperate fully with the Infrastructure Health & Safety Association and other allied organizations to promote a strong accident prevention culture;
- (8) Promote economy and efficiency in the contracting industry;
- (9) Work with all stakeholders for the prevention of injury and death to construction workers;
- (10) Promote and support strong educational training programs for all OGCA member employees; and
- (11) Equally support members of all disciplines, labour structures and geographic areas of operations.

SECTION 3 – GOVERNING AUTHORITY

3.1 Governing Authority

- (1) The OGCA shall be governed and operated in accordance with the laws of Canada and the Province of Ontario, Articles of the OGCA, By-laws, Statements of Policy, and instructions of its General Meetings and Special Meetings of members and of its Board of Directors.
- (2) The government of the OGCA shall be vested in a Board of Directors assisted by an Executive Committee.

SECTION 4 – REGISTERED OFFICE

4.1 Registered Office

The registered office of the OGCA shall be in the City of Toronto, in the Province of Ontario or at a such other location as determined in accordance with the Act.

SECTION 5 – FINANCING

5.1 Fiscal Year

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

5.2 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 and perform such services as required by the Act.

5.3 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.

5.4 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.

5.5 Authority

Subject to the Act, financing of the OGCA's affairs shall be as directed by the Board of Directors through the Treasurer whose duties shall be as hereinafter set forth in the By-Laws.

5.6 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.

5.7 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 or if such a non-profit organization does not exist, in accordance with the provisions of the Act.

SECTION 6 – MEMBERSHIP

6.1 Qualification

To be eligible for membership in the OGCA, an applicant shall be a non-residential individual, partnership or corporation, in good standing with the Workplace Safety & Insurance Board (WSIB), 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.

6.2 Application

- (1) 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.
- (2) 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 Committee a vote may be conducted electronically.

6.3 Termination or Suspension of Membership

- (1) A member may tender resignation from the OGCA upon written notice addressed to the registered office of the OGCA.
- (2) Membership in the OGCA may be terminated or suspended for: (i) any indebtedness due to the OGCA, such as fees, assessments or any other obligations; or (ii) for gross misconduct relating to OGCA policies or code of ethics, or; (iii) for violation of the terms or principles of the Competition Compliance Program.
- (3) Upon 15 days' written notice to a member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws or for the matters set forth in 6.3(2). The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the member before making a final decision regarding disciplinary action or termination of membership. A majority vote of the Board of Directors present at such meetings shall be necessary for termination of membership.

6.4 Obligation of Membership

(1) 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:

- (a) By-laws;
- (b) Code of Ethics;
- (c) Statements of Policy; and
- (d) Competition Compliance Program.

(2) The member firm agrees to:

- (a) obey the By-laws of the OGCA and all amendments, and all rules and regulations for the conduct of the members of the OGCA, including the Competition Compliance Program; and
- (b) further the general purposes of the OGCA.

SECTION 7 – ASSOCIATE PARTNER

7.1 Associate Partner

(1) OGCA has an associate partner program in which OGCA provides certain promotion and sponsorship opportunities for eligible member participants (which eligible membership participants that are accepted to participate in the associate partner program are referred to as "**Associate Partners**"). Associate Partners are not a separate class of members but are a subset of members who participate in the associate partner program. To be eligible for Associate Partner, a firm, individual or association must provide services to the general contracting industry, and be in compliance with the OGCA governing policies. The following industry stakeholder categories would be eligible for membership:

- (a) major material suppliers;
- (b) equipment rental companies;
- (c) legal firms;
- (d) bonding companies;
- (e) insurance;

- (f) other professional firms (i.e. accounting, environmental, cost consulting, project management, health and safety consulting); and
 - (g) colleges and other educational organizations.
- (2) **Role of Associate Partners** – Associate Partners will provide value to OGCA by:
- (a) electing their own chair and co-chair;
 - (b) holding regular meetings (4 per year);
 - (c) contributing and participating on OGCA taskforces and committees as set by the OGCA board;
 - (d) assisting OGCA members in ensuring a healthy industry; and
 - (e) being in agreement with and supporting the OGCA code of ethics. Associate Partners of the OGCA may be terminated or suspended 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 of ethics, or for violation of the terms or principles of the Competition Compliance Program. A majority vote of the Board of Directors present at such meetings shall be necessary for termination of membership.
- (3) **Value for Associate Partners** – Associate Partners will receive the following:
- (a) Chair of the Associate Partner Program will be entitled to attend meetings of the Board as set forth in Section 10.1(4);
 - (b) all Associate Partners will be eligible to receive and participate in all OGCA services and functions;
 - (c) assistance with health and safety programs as determined by OGCA;
 - (d) marketing access to OGCA members through newsletters and access at Corporation's events, such as any limitations determined by the Corporation;
 - (e) ability to purchase documents, enroll in courses at OGCA member pricing;
 - (f) listing in OGCA publications – Directory, Annual Report, Generals Magazine, Newsletters;
 - (g) access to bi-monthly newsletters;
 - (h) information on government relations; and

- (i) regular annual event with Board of Directors at a location to be determined.

7.2 Associate Partner Committee

(1) To better direct the Associate Partners Program (APP) OGCA shall establish an executive committee of the APP, of up to six (6) APP representatives, to direct and deal with issues tabled by the Board to the APP. This committee will be overseen by the APP Chairperson with the assistance of the OGCA staff and shall be subject to the rules and terms established by OGCA.

(2) The APP Chairperson shall serve a one (1) year term commencing at their appointment

SECTION 8 – FEES AND ASSESSMENTS

8.1 Annual Fees

Membership fees shall be determined by the Board of Directors.

8.2 Date Due

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

8.3 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 if membership fees are not paid by October 31. Reinstatement will only be considered by the Board of Directors after all fees and a reinstatement fee determined by the Executive Committee have been paid.

8.4 Vote

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

8.5 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.

SECTION 9 - GENERAL MEETINGS

9.1 Annual General Meeting

(1) The Annual General Meeting of the OGCA shall take place within 20 weeks after the end of a fiscal year. It shall be convened at such place as may be decided in accordance with the Act. Notice of such Annual General Meeting shall be emailed or mailed to all members at their last known address at least 90 days prior to the date of the meeting.

- (2) Agenda for Annual General Meetings shall include at least:
- (a) Minutes from the previous Annual General Meeting;
 - (b) Chair of the Board's Report;
 - (c) President's Report;
 - (d) Government Relations Report;
 - (e) Safety Report;
 - (f) Treasurer's Report and Appointment of Auditor(s);
 - (g) Election of Directors; and
 - (h) other matters as determined by the Chair.

9.2 Special Meetings

Special Meetings may be called at the discretion of the Board of Directors or at the call the members of the OGCA in good standing who held at least 10 percent of the votes that may be cast at the meeting. Notice of such meetings shall be emailed or 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, and shall contain such information as required by the Act.

9.3 Quorum and Vote

- (1) At General Meetings, 15 percent of the members in good standing shall constitute a quorum.
- (2) 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.
- (3) The OGCA may provide proxy ballots to member firms that cannot provide representation at a General Meeting.
- (4) Voting by secret ballot may be held at any General Meeting if requested by a member.
- (5) Motions will be required to be submitted prior to the Board or Annual General Meetings except as permitted by the Act.
 - (a) The Executive Board will review and if Motions are in compliance with OGCA policies, they will place them under the appropriate Agenda item(s);
 - (b) The Executive Board may defer the Motion(s) to request additional information;

- (c) Motions must be accompanied with background information (although procedural motions will not necessarily require background information);
- (d) Motions coming to the Board of Directors from an OGCA Committee, the Executive Committee or the Board, shall be automatically tabled to the next Board meeting, unless:
 - (i) The Motion is in relation to a topic on the published agenda; or
 - (ii) The Motion is in response to a query from the President, Executive Board, or Board; or
 - (iii) Eighty percent (80%) of those members in attendance agree to deal with the Motion immediately.

9.4 Participation by Electronic Means at Meetings of Members

If the Corporation chooses to make available a telephonic or electronic means that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic or electronic means in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic or electronic means that the Corporation has made available for that purpose.

9.5 Meeting of Members Held Entirely by Electronic Means

- (1) Directors who call (but not members who requisition) a meeting of members may determine that:
 - (a) the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
 - (b) any vote shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- (2) Any vote at a meeting of Members may be carried out by means of a telephonic, electronic or other communication facility, if the facility:
 - (a) enables the votes to be gathered in a manner that permits their subsequent verification; and

- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

SECTION 10 - BOARD OF DIRECTORS

10.1 Election

- (1) The number of Directors shall be determined in accordance with the Act. If the Articles do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors specified in the Articles, or failing such a number being in the Articles, the number determined by a special resolution of members. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the number of Directors as determined from time to time by the members by special resolution or, if the special resolution empowers the Directors to determine the number, by resolution of the Board. In the case of a public benefit corporation, the number of Directors may not be fewer than 3, and not more than one-third of the Directors may be officers or employees of the Corporation or its affiliates.
- (2) Until Articles are revised to comply with Section 10.1(1), the Board of Directors shall consist of no less than 3 and no more than 31 directors comprised of individuals nominated from among members in good standing, with such number as determined by special resolution of the members.
- (3) Subject to the Act, the Board of Directors may appoint members to fill vacancies. Board members shall remain in office until the next Annual General Meeting.
- (4) Directors shall be elected from among nominations received from the active members of the OGCA. No more than one person from a member firm, or its affiliates, shall be elected as a Director. The Chair of the Associate Partner Program shall be permitted to attend meetings of the Board of Directors as a invited non-voting guest (subject to the right of the Chair to exclude such person from meetings of portions thereof).
- (5) A representative of a member firm shall only be eligible to serve on the Board of Directors if they are 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.
- (6) A Nominating Committee, chaired by the Immediate Past Chair, consisting of the current Chair, the First Vice-Chair, the Second Vice-Chair and the most immediately available past Chair who is a current Director, shall 45 days prior to the Annual General Meeting, submit to the President a list of nominations of members to be elected to the Board of Directors at the Annual General Meeting.
- (7) 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. Nominations may also be made at an AGM if such nomination is compliant with the Act.

(8) Should there be more than 31 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 31 nominees receiving the greatest number of votes shall be declared elected to the Board of Directors.

(9) 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. The APP representative shall not be eligible to sit on the Executive Committee.

(10) OGCA endeavors to include on its Board of Directors, Directors that fairly represent its members from a variety of firm sizes, disciplines, labour structures and geographic area of operations.

(11) 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.

10.2 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. The Board of Directors shall have the duties set forth in the Act.

10.3 Board of Directors' Meetings

(1) At least five regularly constituted meetings of the Board of Directors shall be held each year.

(2) A quorum shall consist of fifty percent (50%) plus one (1) of current elected Directors.

(3) The agenda shall be established by the Executive Committee.

(4) Any item can be added to an agenda if 80% of the Directors present agree to approve the addition to the agenda.

(5) Meetings shall be held at such time and place as may be decided by the Chair 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.

(6) Special meetings of the Board of Directors may be called by the Chair of the Board or any three Directors upon two days' notice. Such notice shall designate the purpose for such meeting.

(7) Directors are required to attend the majority of the Board of Directors meetings. Frequent absentia may result in removal from the Board.

(8) A meeting of the Board may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means.

(9) A meeting of Board held in any manner described in Section 10.3(8) must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of the Board is deemed for the purposes of this Act to be present in person at the meeting.

10.4 Remuneration

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

SECTION 11 – OFFICERS

11.1 Executive Committee

(1) 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 Chair of the Board, a First Vice-Chair, a Second Vice-Chair, a Treasurer and a Secretary, who shall then be the five Elective Officers of the OGCA.

(2) The five Elective Officers, the Immediate Past Chair and the President shall comprise the Executive Committee. The Director who sits as the Canadian Construction Association representative will also sit on the Executive Committee as a non-voting member of the Executive Committee.

11.2 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, they shall attend meetings of the Executive Committee and the Board of Directors as a non-voting invited guest (subject to the right of the Chair to exclude the President from meetings of portion thereof).

11.3 Immediate Past Chair

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

SECTION 12 – DUTIES OF OFFICERS

12.1 Chair of the Board

The Chair of the Board shall preside at all meetings of the Executive Committee and Board of Directors, as well as all General Meetings. The Chair 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 Chair of the Board shall perform such other duties as are usual for such an Officer.

12.2 Vice-Chair

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

12.3 Treasurer

The 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.

12.4 Secretary

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

12.5 President

The President shall keep a complete and accurate account of all proceedings and financial transactions of the OGCA. In the absence of the Secretary, the President shall act as recording 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 the President's duties.

12.6 Immediate Past Chair

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

12.7 Compliance Officer

The Compliance Officer shall be the Secretary, or their designate, and read the Compliance statement at all Board of Directors meetings and shall be responsible for ensuring that the statement is adhered too in order to maintain the OGCA Competition Compliance Program.

12.8 Canadian Construction Association Representative

The Director who represents OGCA at the Canadian Construction Association shall attend all Executive Committee and Board of Director meetings, and shall be responsible for reporting on CCA activities.

SECTION 13 – COMMITTEES

13.1 Committees

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

SECTION 14 – AMENDMENTS

14.1 Amendments

The By-Laws of the OGCA may be amended in accordance with the Act.

SECTION 15 – INDEMNIFICATION

15.1 Indemnification

(1) Every Director and Officer of the OGCA, their 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 Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that they reasonably sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them, in or about the execution of the duties of their office; and,
- (b) all other costs, charges and expenses that they reasonably sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

(2) A corporation shall not indemnify an individual under subsection 15.1(1)(a) and (b) above unless,

- (c) the individual acted honestly and in good faith with a view to the best interests of the corporation or other entity, as the case may be; and

- (d) (d) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

SECTION 16 – SEAL

16.1 Seal

Documents, when appropriate, 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.

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This By-law no. 4, effective September 30, 2023 replaces and supersedes all prior by-laws of the Corporation.

Approved at the Annual and Special Meeting of the Corporation held on September 30, 2023.

Alexia McLeod

OGCA Secretary