



**SASKATCHEWAN
CONSTRUCTION
ASSOCIATION**

BY-LAWS

Approved November 23, 2017

BY-LAWS
of the
SASKATCHEWAN CONSTRUCTION ASSOCIATION INC.

ARTICLE ONE – NAME OF THE ASSOCIATION

1. The name of the non-profit business corporation is the “SASKATCHEWAN CONSTRUCTION ASSOCIATION INC.” herein after referred to as the “SCA”.

ARTICLE TWO – DEFINITIONS AND INTERPRETATION

- 2.1 Unless otherwise provided in these By-laws, the following words and phrases shall be interpreted to mean:
 - a) The Act – *The Non-Profit Corporations Act, 1995* and any and all amendments thereto or substitutions thereof;
 - b) SCA – the Saskatchewan Construction Association Inc.;
 - c) Member – means a member in good standing from any Path or Class of membership;
 - d) Board – refers to the SCA Board of Directors.

ARTICLE THREE – OBJECTS AND ACTIVITIES

- 3.1 The objects of the Association and the activities that the Association may carry on shall include the following:
 - a) To disseminate among its members throughout the Province of Saskatchewan (the “Province”), information on all matters affecting the construction industry, and in particular, and without limiting the generality of the foregoing, to issue and circulate such publications as may seem conducive to this object.
 - b) To coordinate the activities of its members in the Province for the purpose of establishing a uniform lobby to Government with respect to improvements in the law affecting the construction industry.
 - c) To provide facilities for the exchange of information and opinions with the Legislature and departments of Government and other public agencies concerning issues affecting the construction industry, and to carry on negotiations leading to the resolution of such issues with the agencies concerned.
 - d) To be non-partisan and non-sectarian.
 - e) To generally promote construction and improve conditions in the industry and to promote better relations among its members and owners, architects and engineers, and with the public generally.
 - f) To establish, subsidize, promote, cooperate with or receive into union, become a member of, act as, or appoint agents or delegates for, control, manage, lend monetary assistance to, or otherwise assist any associations or institutions, incorporated or not, with objects altogether or in part similar to those of this Association, and whether or not the activities of such associations or institutions are carried on within the Province.

- g) To assist, advise, and/or act on behalf of the construction industry in the Province, and generally to improve the construction industry, including, but not so as to restrict the generality of the foregoing to assist, advise and coordinate the activities of its members with respect to Occupational Health and Safety, Workers' Compensation, and Labour Standards legislation and regulations.
- h) Generally, to do all things incidental or necessary for the purpose of advancing the interest of the Association and of its members in connection with the construction industry in the Province including but not limited to the following:
 - i. Advocacy;
 - ii. Industry Workforce Development;
 - iii. Tendering;
 - iv. Contract documents and standard practices;
 - v. Technology; and
 - vi. Safety.
- i) To coordinate the activities of its members with respect to improvements in the law affecting labour relations in the construction industry and to express the views of the industry with respect to labour relations.

ARTICLE FOUR - MEMBERSHIP

4.1 Paths

There are two paths to becoming a member of the SCA – Integration, and Direct.

a) Integration

The SCA maintains a relationship with other associations in the province that represent companies eligible for membership in the SCA. Where the SCA has established an agreement, in practice or in writing, with these other associations whereby they collect membership dues on behalf of the SCA, then the members of those associations shall be members of the SCA through integration.

b) Direct

If an integrated partner association has ceased collecting or remitting SCA dues, individuals, firms or corporations that would normally be eligible for integrated membership in the SCA through that previously integrated partner association will now be eligible for direct membership in the SCA.

4.2 Classes

Membership in the SCA shall consist of three classes – Full Members, Associate Members, and Affiliate Members.

a) Full Members

Any individual, firm, or corporation that is active in the construction industry in Saskatchewan and is primarily engaged in general contracting, sub-contracting, the manufacture and installation, or supply and installation of construction material or equipment.

b) Associate Members

Any individual, firm, corporation, association, or organized body engaged in, allied to, or having an interest in the construction industry in Saskatchewan, and that does not qualify as a Full Member may be eligible to be an Associate Member.

c) Affiliate Members

Where a Full Member has obtained membership in more than one association with which the SCA has an integrated membership agreement, that Full Member shall designate one association as their primary, through which their Full Membership is retained. All other memberships for which that Full Member is eligible in the SCA shall be designated as Affiliate.

4.3 Rights, Privileges, Restrictions and Conditions

a) Board Approval

Regardless of Path or Class, all memberships in the SCA are subject to the approval of the SCA Board of Directors. The Board may accept or reject any prospective member at its full and unfettered discretion.

b) Voting Rights

Only Full Members are eligible to vote in elections and at general meetings of the SCA. Each Full Member shall be entitled to one vote during elections and at general meetings.

c) Resignation of Member

Any direct member wishing to resign its membership in the Association shall give written notice of intention to do so, addressed to the Chief Operating Officer, and sent prior to the end of the Association's fiscal year. Otherwise, if such notice of intention is not provided as prescribed, the member shall be liable to pay the membership dues for the next ensuing year.

Members through integration are not eligible to resign from the SCA, without also resigning from the association through which the integrated membership is obtained.

Either party, the SCA or its partner associations, to an integrated membership agreement may terminate such an agreement subject to any specific terms of the agreement, and:

- With a vote approved by either Board of Directors;
- With a vote ratified by the membership eligible to vote; and
- With a minimum of one full fiscal year worth of notice.

4.4 Fees and Assessments

a) The Board of Directors may establish fees, dues, and other assessments to be charged to members as it deems appropriate and necessary for the conduct of SCA business.

b) The SCA shall provide members with a minimum of 60 days' written notice when changing fees, dues, and/or assessments.

- c) In the case of Direct Members, the member shall submit payment in full to the SCA within 60 days of receiving an invoice from the SCA.
- d) In the case of Integrated Members, associations shall submit payment in full to the SCA on a quarterly basis for any returning or new members, unless otherwise specified in the integration agreement.
- e) If any direct member shall fail to pay its assessment on the due date, written notice shall be sent by the Chief Operating Officer to the member. If, after such notice, the payment is not made within 30 days of the date of mailing, such member shall be suspended from all privileges of membership in the SCA. Upon payment of all arrears, the Board of Directors may reinstate the member.

ARTICLE FIVE – GENERAL MEETINGS

5.1 Annual General Meeting

The Annual General Meeting of the SCA shall be held within 120 days of the start of a new fiscal year. It shall be convened in such place as may be decided upon by the Board of Directors, to receive reports of officers and committees, and for all other general or special purposes relating to the business of the SCA.

Notice of the time and place of the annual general meeting of members shall be sent, not less than 21 days before the meeting, to each member entitled to vote at the meeting, to each Director, and to the auditor of the Association.

5.2 Special General Meeting

A special general meeting of the SCA may be called by the Board of Directors as and when it considers it necessary to do so. A special general meeting may also be called by submission of written request from no less than 20 Full Members.

Notice of the time and place of a special general meeting shall be sent, not less than 21 days before the meeting to each member entitled to vote at the meeting.

5.3 Quorum

At any duly called general meeting of the SCA membership, the Full Members present shall constitute quorum.

5.4 Voting - General Meetings

All Full Members of the SCA shall be entitled to one vote at any SCA general meeting. Associate and Affiliate members shall have no voting rights.

At all general meetings, all questions shall be decided by a majority vote and all voting shall be open and by show of hands or as otherwise allowed, unless a secret ballot is requested by at least two voting members who are present for the vote. Where a secret ballot is requested, the Chair may appoint scrutineers and determine the methods for conducting the secret ballot.

Where no secret ballot is requested, the decision of the Chair with respect to the results of voting shall be sufficient evidence of the result. In the case of an equality of votes, the Chair shall cast a deciding vote.

5.5 Rules of Order

At any meeting of the SCA where a dispute arises as to procedure, the proceedings shall be conducted in accordance with Robert's Rules of Order, except as may be otherwise provided in these By-laws or in the policies of the SCA.

5.6 Irregularities Do Not Invalidate

Subject to the expressed provisions of The Act:

- a) accidental omission to give notice of a meeting;
- b) irregularities in the notice of any meeting; or
- c) the non-receipt of notice by any member;

shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of the meeting.

ARTICLE SIX - GOVERNMENT

6.1 Authority of the Board

The business of the SCA shall be governed by a Board of Directors and all policy shall be established by the Board of Directors.

6.2 Quorum

A simple majority of directors shall constitute a quorum at any duly called meeting of the Board of Directors.

6.3 Meeting by Telephone or Electronic Means

Subject to established policy, the Board of Directors is authorized to meet and conduct business by telephone, video conference, email, or other electronic means. This same authorization shall apply to all standing and ad hoc committees.

6.4 Board Membership

The Board shall consist of the SCA Chair, the SCA Vice-Chair, the immediate Past Chair, two members elected at-large, the Chair of the Advisory Council, the Vice-Chair of the Advisory Council, a representative at the discretion of the SCA Board of Directors, and representatives from the following:

- a) Saskatoon Construction Association – 2 representatives;
- b) Regina Construction Association – 2 representatives;
- c) Prince Albert Construction Association – 1 representative; and
- d) Moose Jaw Construction Association – 1 representative.

6.5 Eligibility to Serve

With the exception of representatives from the Advisory Council, to stand for election, or to be appointed, as a member of the SCA Board of Directors, an individual must be an employee of an SCA Full Member or Affiliate Member company.

The Chair and Vice-Chair of the Advisory Council, who represent the Advisory Council on the Board of Directors, must be an employee of an SCA member company – Full, Associate, or Affiliate.

6.6 Election and Appointment of Directors

Each of the Saskatoon, Regina, Prince Albert, and Moose Jaw Construction Associations shall determine their representatives, and the terms of office for these representatives, at their individual discretion. These associations shall notify the SCA, in writing, of their representatives, prior to the SCA Annual General Meeting each year.

The Chair and Vice-Chair of the Advisory Council shall be elected on an annual basis by the membership of the Advisory Council at its last meeting prior to the SCA Annual General Meeting. Specifics with respect to the succession of Advisory Council officers, and terms of office, shall be provided for in the Advisory Council terms of reference established by the SCA Board of Directors.

Directors-at-Large shall be elected by the membership of the SCA in accordance with an elections policy established by the Board of Directors. The terms of the Directors-at-Large shall be for two years and shall be staggered in offsetting years. Notwithstanding the election policy established by the Board of Directors, all Full Members of the SCA shall be eligible to seek nomination and vote for the Directors-at-Large position.

6.7 Election of Officers

At least 60 days before the SCA Annual General Meeting, and subject to the conditions herein, the Board of Directors shall elect, from amongst its membership, the Chair and Vice-Chair for the subsequent year. These elected officers begin their new roles following the Annual General Meeting.

To be eligible to serve as an elected Officer of the Board, a member of the Board must have completed at least one full year of service on the Board. Directors may be elected to an Officer position if, by the time of the next Annual General Meeting, they will have completed one full year of service.

The terms of office for the Chair and the Vice-Chair shall be for one year.

The Vice-Chair shall be elected by the Board of Directors, from amongst its membership. Upon election, the Vice-Chair shall enter a "succession ladder", and shall be appointed the following year, subject to approval by a simple majority of the Board of Directors and subject to the conditions herein, to the position of Chair.

Upon completion of a term as Chair, the individual shall become the immediate Past-Chair, a position they shall occupy until they vacate it or the term of the next Chair is complete, whichever comes first.

Should the Chair request, the Board of Directors may, with a 2/3 majority vote, confirm the Chair for a single one-year extension of the Chair's term.

In the event that the Board of Directors confirms a term extension for the Chair, the Vice-Chair, if willing, will remain in the Vice-Chair position and assume the Chair position, subject to approval by a simple majority of the Board of Directors, after completion of the one-year Chair extension.

Upon election to an Officer position, the position previously occupied by a member of the Board of Directors shall be vacated. In the event that this position is appointed, the appropriate group will be asked to appoint another member. In the event that a Director-at-Large is elected as an officer, that position shall be elected in accordance with an elections policy established by the Board of Directors and in compliance with section 6.6 of these Bylaws.

6.8 Vacant Positions

Should any of the positions, with the exception of the Past-Chair position, on the Board of Directors be vacant at any time, the Board of Directors shall have the authority to appoint an interim replacement.

If the vacant position is one appointed by another association, the SCA shall request a new appointee at the earliest convenience of the other association. The interim replacement, should one be appointed by the SCA Board shall hold office until the position is filled by the other association.

If the vacant position is from the Advisory Council, the Advisory Council shall be convened within 90 days for the purpose of holding an election to fill the vacancy. The interim replacement appointed by the SCA Board, should one be appointed, shall hold office until the time of the election.

If the vacant position is for the position of Chair or Vice-Chair, the Board appointee shall hold the new position for the duration of the current term, and shall be eligible for re-appointment to the same position at the end of that term, subject to approval of the Board of Directors.

If the position of Past-Chair is vacant for any reason, this position shall remain vacant until at least the completion of the current Chair's term.

6.9 Directors' Meeting

The Board of Directors shall meet at such times as may be decided upon by them, but not less than four times per year. Unless otherwise waived, notice of all Board meetings shall be sent by the Chief Operating Officer to each Director at least 10 days prior to the date of such meeting.

6.10 Signing Officers

The execution of documents and the signing of cheques and negotiable instruments in connection with the administration of the SCA shall be authorized by the Board of Directors.

6.11 Indemnification

Any Director, their heirs, executors, administrators, or assigns, for acts than be taken to be in the interest of the SCA, shall be indemnified and saved harmless by the SCA from any liabilities, costs, and charges which may arise against that Director on account of their duties as outlined in these By-laws.

ARTICLE SEVEN - DUTIES OF DIRECTORS AND OFFICERS

7.1 Directors

Directors shall strive to attend, and prepare for, all duly called Board of Directors meetings, and meetings for any committees to which they are appointed. Directors are required to consider the best interests of the SCA and of the construction industry as a whole when participating in SCA business.

7.2 Chair

The Chair shall preside at all meetings of the SCA. The Chair shall be a member ex-officio of all standing and ad hoc committees. The Chair shall have the powers herein set forth, have general supervision of the affairs of the SCA, and perform such duties as are usual for such an officer.

7.3 Vice-Chair

The Vice-Chair shall perform the duties of the Chair in the event of the Chair's temporary disability or absence from duties.

The Vice-Chair shall be responsible to the Board of Directors for any areas of activity of the SCA designated to the Vice-Chair, and shall be an ex-officio member of any committees or task forces related thereto.

In addition, the Chair may assign additional areas of responsibility to the Vice-Chair, as may be required from time to time.

7.4 Chief Operating Officer

The Chief Operating Officer (COO) shall have the title, President and Chief Executive Officer. The COO shall be responsible for the general management of the affairs of the Association under such direction and policies as may be prescribed by the Board of Directors. The COO shall be an ex-officio non-voting member of the Board and all standing and ad hoc committees. The terms and conditions of the employment of the COO shall be established by the Board of Directors.

The COO shall be responsible for the terms and conditions of employment of all other members of the SCA staff. The COO may delegate any authority and responsibilities to staff, subject to limitations set out by the Board of Directors.

In the event the position of COO is vacant or in the event the COO is for any reason unable to perform the duties of the office, those duties shall be performed by the Chair, Vice-Chair, or an individual designated by the Board of Directors.

ARTICLE EIGHT - COMMITTEES

8.1 Standing Committees

- a) The following standing committees are established in By-laws and shall be maintained by the SCA:
 - i. Advisory Council;
 - ii. Audit and Finance;
 - iii. Governance; and
 - iv. HR & Compensation

- b) The Board of Directors shall establish a terms of reference for each standing committee.
- c) Membership on SCA standing committee shall include members of the Board of Directors, and must include at least one member not currently sitting on the Board of Directors.
- d) All members, regardless of Path or Class, are eligible to serve on standing committees.
- e) The Board of Directors may delegate, via resolution or through the terms of reference, any authority to standing committees that it desires. The Board of Directors may also reclaim any delegated authority at any time.
- f) Standing committees shall report to the Board of Directors on committee activities as requested by the Board Chairperson.

8.2 Ad Hoc Committees

- a) The Board of Directors may establish any Ad Hoc committees it deems necessary or desirable for the conduct of SCA business.
- b) The Board of Directors shall establish a terms of reference for each Ad Hoc committee.
- c) Membership of an Ad Hoc committee shall be established by the Board of Directors. There are no restrictions on eligibility for serving on an Ad Hoc committee.
- d) The Board of Directors may delegate, via resolution or through the terms of reference, any authority to Ad Hoc committees that it desires. The Board of Directors may also reclaim any delegated authority at any time.
- e) Ad Hoc committees shall report to the Board of Directors on committee activities as requested by the Board Chairperson.

ARTICLE NINE – CORPORATE SEAL

- 9.1 The SCA seal shall be affixed to such documents as maybe determined by the Board of Directors.

ARTICLE TEN - AUDIT

- 10.1 An auditor shall be appointed every year at the Annual General Meeting, whose duty shall be to audit or review the books, vouchers and accounts of the SCA, to certify the correctness of the Balance Sheet, to examine and verify the securities and other assets in the custody of the Chief Operating Officer, and to certify to the reasonableness of the valuation at which the SCA's assets are carried. The auditor's remuneration shall be fixed by the Board of Directors.

ARTICLE ELEVEN - WINDING UP

- 11.1 In the event the affairs of the Association are to be terminated, or on the dissolution of the Association in any manner by law, then after discharge of all Association debts and liabilities, any remaining assets shall be distributed to one or more organizations such as recognized charities, tax exempt institutions or organizations with similar objects that qualify them as tax exempt, non-profit organizations (as designated and determined by the outgoing Board of Directors).

ARTICLE TWELVE – POLICY-MAKING

12.1 The Board of Directors may, at its sole discretion, establish policies with respect to any item not explicitly addressed within these By-laws. The Board of Directors may also establish policies to complement or elaborate on any item addressed within these By-laws, if the Board of Directors determines, at its sole discretion, that it is necessary or desirable to do so.

ARTICLE THIRTEEN - AMENDMENTS

13.1 The By-laws of the SCA may be amended or repealed as follows:

- a) Proposed amendments may be considered and approved by the Board of Directors, subject to ratification by a simple majority vote of Full Members present at a duly called general meeting of the SCA, where notice of the intention to amend the By-laws, along with details respecting the amendments, was provided to the membership not less than 21 days prior to the date of the general meeting.
- b) A Full Member may propose By-law changes by submitting proposed wording in writing to the SCA, by addressing the proposal to the Chief Operating Officer. Upon receipt of such a proposal, the Chief Operating Officer shall submit the proposal to the Board of Directors not later than its next regularly scheduled meeting. The Board of Directors shall consider the proposal. If the proposal is not approved by the Board of Directors, it shall still be submitted to the SCA membership for consideration. A general meeting shall be called within 30 days of the conclusion of the Board of Directors meeting at which the proposal was considered. All members shall be notified of the call of the general meeting within not less than 21 days. Notice to members shall include the detailed proposal for By-law changes. At the duly called general meeting, the By-law change proposal, coming without the endorsement of the Board of Directors, shall be considered via a special resolution and shall require a three-fourths majority of Full Members present at the meeting to be ratified.