

BY - LAW NO. 6

A by-law relating generally to the transaction of the affairs of the HEAVY CONSTRUCTION ASSOCIATION OF WINDSOR.

BE IT ENACTED as a by-law of HEAVY CONSTRUCTION ASSOCIATION OF WINDSOR (hereinafter referred to as "The Association" as follows:

1. The Head Office of the Association shall be in the City of Windsor, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

BOARD OF DIRECTORS

3. The affairs of the Association shall be managed by a board of six (6) directors, not less than four (4) of which shall be contactor members as hereinafter defined and each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Association. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. Three members of the board, two (2) of which shall be contractor members and one (1) of which shall be an associate member as hereinafter defined, shall be retired at each annual meeting, shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. At no time shall more than one director be employed by the same member company. The election may be by a show of hands unless a ballot is demanded by any member. The members of the Association may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may by a majority of the votes cast that meeting, elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Association, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meeting may be formally called by the President or Vice-President, or by the Secretary on

direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, telegraphed, or emailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to be this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meeting no notice needs be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Association. The directors may consider or transact any business either special or general at the meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of such meeting and any director may at any time waive notice of any such meeting and may ratify an approval any or all proceedings taken or had threat.

VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

POWERS

8. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

RENUMERATION OF DIRECTORS

9. There shall be a President, a Vice-President, an Executive Director, a Secretary and a Treasurer or a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices for President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default

of such election the then incumbents, being members of the board, shall have office until their successors are elected. The other offices of the Association need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

10. The President shall, when present, preside at all meetings of the members of the Association and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President and with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other director as the board from time to time appoint for the purpose, exercised any such duty power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

11. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF THE TREASURER

12. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Association under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whichever required of him, in account of all his transactions as Treasurer, and of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF EXECUTIVE DIRECTOR

13. The Executive Director shall generally administer, manage and supervise the day to day activities of the Association and perform such other duties as may from time to time be determined and delegated by the board of directors.

DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors required of them.

EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary, or Executive Director and the Secretary shall affix the seal of the Association to such instruments as require the same. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the Presidents, Vice-President, Treasurer, Executive Director or by any person authorized by the board. The President, Vice-President, the directors, Secretary or Treasurer, Executive Director or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or association.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.

BOOKS AND RECORDS

16. The directors shall see that all necessary books and records of the Association or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

17. (1) The membership of the Association shall consist of three classes, namely,
- A) CONTRACTOR MEMBER who shall be persons including Corporations who carry on business or who are employed by persons or Corporations who carry on business as heavy construction contractors, and,
 - B) ASSOCIATE MEMBERS who shall consist of those persons who are not contractor members and who are otherwise persons or Corporations including professionals, suppliers or any other persons who are interested in general welfare of the Association.
 - C) DUAL MEMBERS shall be granted to subsidiary firms of established members of the association and their roster listing shall be under the original member name. Only one representative of the group of the related firms will be allowed to hold office and only one (1) vote shall be allowed among the group.
 - D) LIFE MEMBERS who shall be persons nominated for the status by a majority of the Board of Directors and approved by a majority of the votes cast at a general membership meeting or any membership meeting called for such purposes.
- (2) Every question submitted to any meeting of members shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting voter. Notwithstanding the foregoing, Associate Members shall not be entitled to vote on any questions relating to:
- A) any matters pertaining to collective bargaining agreements;
 - B) any matters relating to union matters involving the Association and any union as defined by the Ontario Labour Relations Act;
 - C) any matters relating to the disbursement of funds received through labour relation agreement.

Any dispute concerning the right of an Associate Member to vote on any issue of the Association shall be determined by the board of directors.

DUES

18. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by vote of the board of directors. The secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default, shall thereupon automatically cease to be members of the Association, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the board of directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the members shall be held at the head office of the Association or elsewhere in Ontario as the board of directors may determine and on such days as the said board of directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed and approved. The members shall consider and transact any business either special or general without any notice thereof any meeting of the members. The board of directors or the President or Vice President shall have power to call at any time a general meeting of the members of the Association. No public notice or advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or telegraph, fourteen (14) days before the fixed time for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Association are present thereat and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

ERROR OR OMMISION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer shall be his last address recorded on the books of the Association.

ADJOURNMENTS

21. Any meetings of the Association or of the directors may be adjourned at any time and from time to time and such business maybe transacted at such adjourned meetings as might have been transacted at the original meeting may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty (20) members present in person or represented by proxy.

VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Association, each member of the Association shall at all meetings of members be entitled one vote. No member shall be entitled to vote at meetings of the Association unless he had paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Association, or by law. Every question shall be decided in the first instance by a show of hand unless a poll be demanded by any member. Upon the show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution had been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima face proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by majority of votes given by the members present in person and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

24. Unless otherwise ordered by the board of directors, the fiscal year of the Association shall terminate on the 31st day of December in each year.

CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers for the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors or by the Executive Director if authorized by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit for the proceeds thereof.

NOTICE

27. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letters Patent, the By-Laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

BORROWING

28. The directors may from time to time

- A) borrow money on the credit of the Association; or
- B) issue, sell or pledge securities of the Association; or
- C) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including booked debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

From time to time the directors may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Association as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the association.

LABOUR RELATIONS COMMITTEE

29. The board of directors may from time to time, establish a labour relations committee having power to negotiate collective bargaining agreements on behalf of any member of the Association who delegates to the committee the right to bargain conferred upon such members by the Ontario Labour Relations Act.

DISSOLUTION

30. (1) The Association may be dissolved upon the authorization of the majority of the votes cast at a general meeting of the members of the Association duly called for the purpose or by at least 50% of the votes of all the members entitled to vote at such meetings.
- (2) Upon the dissolution of the Association, and after payment of all of its debts and liabilities, the remaining property of the Association shall be distributed or disposed of to a charitable institution or organization selected by the board of director of the Association.

INTERPRETATION

31. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall included firms and corporations.

32. By-law No. 5 is hereby repealed.

PASSED by the board of directors and sealed with the corporate seal this ____ day of _____ 20__

PRESIDENT

EXECUTIVE DIRECTOR

BY - LAW NO. 7

A by-law relating generally to the transaction of the affairs of the HEAVY CONSTRUCTION ASSOCIATION OF WINDSOR.

BE IT ENACTED as a by-law of HEAVY CONSTRUCTION ASSOCIATION OF WINDSOR (hereinafter referred to as "The Association" as follows:

1. The Registered Office of the Association shall be in the City of Windsor, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

1.1 Definitions:

"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.

"Articles" shall have the meaning ascribed to such term under the Act.

"By-Law" means this by-law.

"Association" means Heavy Construction Association of Windsor, a not-for- profit corporation. incorporated by Articles dated March 19, 1970, as may be further amended from time to time.

SEAL

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

BOARD OF DIRECTORS

3. The affairs of the Association shall be managed by a board of six (6) directors, not less than four (4) of which shall be contactor members, as hereinafter defined, and not less than two (2) of which shall be associate members, as hereinafter defined, each of whom at the time of his election shall be a member of the Association. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. Each year the membership shall elect three (3) members of the board at the annual meeting, two (2) of which shall be contractor members and one (1) of which shall be an associate member. The predecessors of such elected directors shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. At no time shall more than one director be employed by the same member company. The election may be by a show of hands or by ballot with one vote assigned per member company.

3.1 Every Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) be an employee of a member company of the Association;
- (c) not be a person found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;

- (d) not be a person who has been found to be incapable by any court in Canada or elsewhere; and
- (e) not be an undischarged bankrupt.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Association, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. The term of a director appointed or elected to fill such vacancy on the board shall be for the unexpired term of the director's predecessor. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

4.1 The office of a director shall be vacated:

- (a) If the director becomes disqualified under any of the qualifications set forth in this By-Law;
- (b) if by notice in writing to the Association, the director resigns, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later;
- (c) upon a resolution to remove the director, other than an ex officio director, passed by a majority of votes cast by the members at a meeting of the members for which notice specifying the intention to pass such resolution has been given to the members; or
- (d) upon the death of a director.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meeting may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, telegraphed, or emailed to each director not less than one (1) day before the meeting is to take place or shall be mailed to each director not less than five (5) days before the meeting is to take place. A director may waive notice of a meeting of the directors, and attendance of a director at a meeting of directors is a waiver of notice of the meeting, except if the director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called. The statutory declaration of the Secretary or President that notice has been given pursuant to be this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meeting, no notice needs be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Association. Subject to compliance with the Act, the directors may consider or transact any business, either special or general, at the meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of such meeting and any director may at any time waive notice of any such meeting and may ratify an approval any or all proceedings taken or had threat.

VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by written ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

POWERS

8. The directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.

RENUMERATION OF DIRECTORS

9. There shall be a President, a Vice-President, an Executive Director, a Secretary and a Treasurer or a Secretary-Treasurer and such other officers as the board of directors may determine from time to time. One person may hold more than one office except the offices for President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election, the then incumbents, being members of the board, shall have office until their successors are elected. The other offices of the Association need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

10. The President shall, when present, preside at all meetings of the members of the Association and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Association. The President and with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other director as the board from time to time appoint for the purpose, exercised any such duty power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

11. The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF THE TREASURER

12. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of receipts and disbursements of the Association in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Association under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whichever required of him, in account of all his transactions as Treasurer, and of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF EXECUTIVE DIRECTOR

13. The Executive Director shall generally administer, manage and supervise the day-to-day activities of the Association and perform such other duties as may from time to time be determined and delegated by the board of directors.

DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Association shall be such as the terms of their engagement call for or the board of directors required of them.

EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary, or Executive Director and the Secretary shall affix the seal of the Association to such instruments as require the same. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by the Presidents, Vice-President, Treasurer, Executive Director or by any person authorized by the board. The President, Vice-

President, the directors, Secretary or Treasurer, Executive Director or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or association.

Notwithstanding any provisions to the contrary contained in the by-laws of the Association, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Association may or shall be executed.

BOOKS AND RECORDS

16. The directors shall see that all necessary books and records of the Association or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

17. (1) The membership of the Association shall consist of four classes, namely,
- A) CONTRACTOR MEMBER who shall be persons including corporations who carry on business or who are employed by persons or corporations who carry on business as heavy construction contractors, and be entitled to one (1) vote and,
 - B) ASSOCIATE MEMBERS who shall consist of those persons who are not contractor members and who are otherwise persons or corporations including professionals, suppliers or any other persons who are interested in general welfare of the Association, be entitled to one (1) vote.
 - C) DUAL MEMBERS shall be granted to subsidiary firms of established members of the Association and their roster listing shall be under the original member name. Only one representative of the group of the related firms will be allowed to hold office and only one (1) vote shall be allowed among the group.
 - D) LIFE MEMBERS who shall be persons nominated for the status by a majority of the board of directors and approved by a majority of the votes cast at a special membership meeting or any membership meeting called for such purposes.. Life members will have no voting rights
- (2) Unless otherwise required by the Act or this By-Law, every question submitted to any meeting of members shall be decided by a majority of votes and in case of an equality of votes, the Chairman shall have a second or casting vote. Notwithstanding the foregoing, Associate Members shall not be entitled to vote on any questions relating to:
- A) any matters pertaining to collective bargaining agreements;
 - B) any matters relating to union matters involving the Association and any union as defined by the Ontario Labour Relations Act;
 - C) any matters relating to the disbursement of funds received through labour relation agreement.

Any dispute concerning the right of an Associate Member to vote on any issue of the Association shall be determined by the board of directors.

(3) Termination of Membership:

Membership in the Association is non-transferable and lapses or ceases to exist upon the happening of any of the following events:

- (a) in the case of an individual holding membership, the individual dies;
- (b) in the case of a corporation holding membership, the corporation is dissolved;
- (c) when the period of his, her, or its membership expires, if applicable;
- (d) if the individual member or a representative of a member delivers notice in writing that he, she or it resigns from membership, in which case such membership shall be terminated at the time that the notice is received by the Association, or the time specified in the notice, whichever is later; provided that the resigning member shall remain liable for and make payment of any and all dues, assessments or other sums levied or which became payable to the Association prior to the effective date of such resignation;
- (e) if a member fails to pay any membership fees or other amounts owed to the Association for a period of ninety (90) days or more following the receipt of notice of such fees or other amounts being payable by such member; provided such member may be reinstated by the board upon payment of any all unpaid fees or other amounts; or
- (f) upon a special resolution passed at a special meeting of the members for which notice specifying the intention to pass such resolution has been given.

Notwithstanding the foregoing, a termination of membership carried out in accordance with subsection (f) shall be done in good faith and in a fair and reasonable manner as required by the Act.

DUES

18. Dues or fees payable by members shall from time to time be fixed by vote of the board of directors. The secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within ninety (90) days of the date of such notice the members in default, shall thereupon automatically cease to be members of the Association, but any such members may on payment of all unpaid dues or fees be reinstated by vote of the board of directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other special meeting of the members shall be held at the registered office of the Association or elsewhere in Ontario as the board of directors may determine and on such days as the said board of directors shall appoint. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented, and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed and approved. The board of directors or the President or Vice-President shall have power to call at any time a special meeting of the members of the Association. No public notice or advertisement of members' meetings, annual or special, shall be required, but notice of the time and place of every such meeting shall be given to each member in such manner and in such time

periods as are prescribed by this By-Law; provided that any person who is entitled to notice of a meeting of the members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends for the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

Notice of members' meetings:

The Association shall give notice of the time and place of a meeting in accordance with this By-Law, but in any event, not less than ten (10) days and not more than fifty (50) days before the meeting to:

- (a) each member entitled to receive a vote
- (b) each director; and
- (c) the auditor of the corporation or the person appointed to conduct a review engagement of the corporation.

Participation in meeting by electronic etc. means

Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person so participating in the meeting is deemed for the purpose of this Act to be in attendance.

Meeting held by electronic, etc., means

If the directors or members of the Association call a meeting of the members, the directors or members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

ERROR OR OMMISION IN NOTICE

20. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer shall be his last address recorded on the books of the Association.

ADJOURNMENTS

21. Subject to the requirements of the Act, any meetings of the Association or of the directors may be adjourned from time to time, and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting.

QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than twenty (20) members present in person or represented by proxy.

VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Articles of the Association and this By-Law, each member of the Association shall at all meetings of members be entitled to one vote (in person or by proxy). No member shall be entitled to vote at meetings of the Association unless he has paid all dues or fees, if any, then payable by him. At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by this By-Law or by law. Every question shall be decided in the first instance by a show of hand unless a ballot is demanded by any member. Upon the show of hands, every member having voting rights shall have one (1) vote, and unless a ballot be demanded, a declaration by the Chairman that a resolution had been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima face proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a ballot may be withdrawn, but if a ballot be demanded and not withdrawn the question shall be decided by majority of votes given by the members present in person and such ballot shall be taken in such manner as the Chairman shall direct and the result of such ballot shall be deemed the decision of the Association in special meeting upon the matter in question. In case of an equality of votes at any special meeting, whether upon a show of hands or on a written ballot, the Chairman shall be entitled to a second or casting vote.

FINANCIAL YEAR

24. Unless otherwise ordered by the board of directors, the fiscal year of the Association shall terminate on the 31st day of December in each year.

CHEQUES, ETC.

25. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the board of directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Association through its bankers, and endorse notes and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers for the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

26. The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors or by the Executive Director if authorized by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit for the proceeds thereof.

NOTICE

27. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles of the Association, this By-Law or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. The secretary may change or cause to be changed the recorded address of any member, director, officer, or auditor in accordance with any information believed by him to be reliable.

Unless otherwise required, any notice required to be given under the Act, the Articles of the Association, this By-Law or otherwise to a member, director, officer, auditor, or any other person entitled to such notice shall be in writing and may be delivered as follows:

- (a) delivered personally, in which case it will be deemed to be given on the date delivered;
- (b) delivered to the person's address as recorded in the Association's records, in which case it will be deemed to have been given on the date delivered;
- (c) mailed to the person's address as recorded in the in the Association's records by prepaid mail or ordinary mail, in which case it will be deemed to delivered five (5) days after the date of mailing; or
- (d) sent to the persons address as recorded in the Association's records by facsimile or electronic mail in which case it will be deemed to be delivered one (1) day after the date of transmittal.

BORROWING

28. The directors may from time to time, with authorization of the members,

- (a) borrow money on the credit of the Association;
- (b) issue, reissue, sell or pledge debt obligations of the Association;
- (c) give a guarantee on behalf of the Association to secure performance of any obligation of any person;
and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any obligation of the Association.

LABOUR RELATIONS COMMITTEE

29. The board of directors may from time to time, establish a labour relations committee having power to negotiate collective bargaining agreements on behalf of any member of the Association who is signatory to the respective accredited collective agreement as governed by the Ontario Labour Relations Act.

DISSOLUTION

30. (1) The Association may be dissolved by special resolution at a special meeting of the members in accordance with the Act.

(2) Upon the dissolution of the Association and after satisfying the interest of its creditors in all debts, obligations and liabilities, its remaining property shall be distributed to another public benefit corporation with similar purposes to its own, a Canadian body corporate that that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, and agent or either of those Crowns or a municipality in Canada.

INTERPRETATION

31. In this By-Law and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

32. No director, officer or committee member of the Association is liable for the acts, neglects or defaults of any other director, officer, committee member or employee of the Association or for joining in any receipt or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by resolution of the board of directors or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Association's articles and this By-law; and
- b. exercised their powers and discharged their duties in accordance with the Act.

33. By-law No. 6 is hereby repealed.

PASSED BY the Board of Directors and on the ____ day of _____, _____

PRESIDENT

SECRETARY

Passed and adopted at a meeting of the members held on the ____ day of _____ the _____.

SECRETARY