

OSSGA BY LAWS

**ONTARIO STONE, SAND & GRAVEL ASSOCIATION**

By-Law Number 1

A By-Law relating generally to the transaction of the affairs of the Ontario Stone, Sand & Gravel Association.

BE IT ENACTED as a By-Law of the Ontario Stone, Sand & Gravel Association as follows:

Revised April 2015

Revised February 2018

Revised by OSSGA Board Dec 12, 2019

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## SECTION I

### GENERAL

#### 1.01 DEFINITIONS

In this By-Law and all other By-Laws and Resolutions of the Corporation, unless the context otherwise requires, the following definitions shall apply:

- (a) “Act” means the *Ontario Corporations Act* as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-Laws of the Association to the provisions of the *Act* shall be read as references to the substituted provisions thereof in the new statute or statutes;
- (b) “Active Member” means a business organization that holds an aggregate licence or permit under the *Aggregate Resources Act* of Ontario (the “ARA”), and that is approved for membership by the Board or is actively engaged in the Province of Ontario as a producer of construction aggregates or related mineral products, and that is approved for membership by the Board.
- (c) “Associate Member” means a business organization that is actively engaged in the Province of Ontario supplying Active Members with goods or services, and that is approved for membership by the Board or desires to become associated with the Corporation for the purpose of promoting a trade or profession, and that is approved for membership by the Board.
- (d) “Authorized Representative” means the individual designated from time to time by an Active Member or Associate Member to be that Member’s Authorized Representative to the Association;
- (e) “Board” or “Board of Directors” means the Board of Directors of the Association;
- (f) “By-Law” or “By-Laws” means this By-Law and all other By-Laws of the Association as amended and which are, from time to time in force;
- (g) “Chair” means the Chair of the Board;
- (h) “Corporation” means the corporation that has passed these By-Laws under the *Act* or that is deemed to have passed these By-Laws under the *Act*;
- (i) “Director” means an individual occupying the position of Director of the Corporation by whatever name they are called;
- (j) “Honourary Member” means an individual who has been admitted as an Honourary Member by a majority vote of the Board in recognition of past services to the Association;

- (k) "Members" means the collective membership of the Corporation;
- (l) "National Associate Member" means a business organization that is actively engaged outside of the Association's jurisdiction as a producer of construction aggregates or related mineral products and that is approved for membership by the Board;
- (m) "Officer" means an Officer of the Corporation;
- (n) "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a special or general meeting of the Members of the Association duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting.

## 1.02 INTERPRETATION

Other than as specified in Section 1.01, all terms contained in this By-Law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## 1.03 HEADINGS

Headings used in this By-Law are for *convenience* of reference only and shall not affect the construction or interpretation thereof.

## 1.04 NAME

The name of the Corporation shall be Ontario Stone, Sand & Gravel Association (the "Association").

## 1.05 OBJECTS

The Association's objects are to promote the interests of its Members as more particularly set forth in the Letters Patent issued by the Province of Ontario incorporating the Association as of December 5, 1956, and in any government approved updates to the Objects made since that time.

## 1.06 JURISDICTION

The Association's jurisdictional area shall be the Province of Ontario.

## 1.07 HEAD OFFICE

The Association's Head Office shall be in the Province of Ontario and at such address as the Board of Directors designates by resolution, until changed in accordance with the *Act*.

## 1.08 SEAL

The seal of the Association, if any, shall be in the form determined by the Board.

#### 1.09 FISCAL YEAR

The Association's fiscal year shall end on the 31st day of December in each year or on another date as the Board may from time to time establish by resolution determine.

#### 1.10 BANKING

The Board shall by resolution from time to time designate the bank in which money, bonds or other securities of the Corporation shall be placed for safekeeping.

#### 1.11 CHEQUES, DRAFTS AND NOTES

All orders for the payment of money, and all notes, contracts, documents, or instruments in writing require two signatures. All contracts, documents, and instruments in writing so signed shall be binding upon the Association without any further authorization. The Board may by resolution appoint any Officer or individual on behalf of the Association to sign contracts, documents, and instruments in writing generally or specifically.

The Association's corporate seal may be affixed to contracts, documents and instruments in writing duly signed.

The term "contracts, documents, and instruments in writing" as used herein includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, leases, receipts and discharges of the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities, and all papers in writing.

#### 1.12 EXECUTION OF CONTRACTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be signed or executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-Law or other document of the Association to be a true copy thereof.

#### 1.13 MEMBERS BOUND BY RULES AND REGULATIONS AND CODE OF CONDUCT

All members of the Association ("Members"), other than Honourary Members, shall be bound by the Association's By-Laws and by the Association's policies, rules, regulations and Code of Conduct as prescribed by the Board from time to time. Furthermore, all Members agree that this clause may be pleaded or presented in any action, suit, proceeding, and hearing.

1.14 SEVERABILITY AND PRECEDENCEThe invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law. If any of the provisions contained in the By-Laws are inconsistent with those contained in the Letters Patent (Articles) or the *Act*, the provisions contained in the Letters Patent (Articles) or the *Act*, as the case may be, shall prevail.

1.15 ENACTMENT, AMENDMENT, AND REPEAL OF BY-LAWS

These By-Laws may be enacted, amended, or repealed in accordance with the *Act*.

## SECTION II

### MEMBERS

#### 2.01 CLASSES OF MEMBERS

Members shall be interested in furthering the Corporation's purposes. There shall be the following classes of Members in the Association:

- (a) Active Members;
- (b) Associate Members;
- (c) National Associate Members; and
- (d) Honourary Members.

Active Members, Associate Members and National Associate members shall be organizations that have applied and been accepted for membership in the Corporation and the terms of membership shall be one year, subject to renewal in accordance with the policies of the Corporation.

The Board may by resolution establish sub-categories of Active Members to reflect the various businesses of Active Members.

#### 2.02 APPLICATIONS

All applications for Membership shall be sponsored by at least one (1) Member in good standing and in the manner prescribed by the Board. The Board shall approve all applications.

#### 2.03 GOOD STANDING

The Board shall determine whether a Member is in good standing and may, in addition to the provisions of Section 8.07, in its discretion establish policies, rules and regulations regarding such determination.

All Active Members and Associate Members in good standing shall be entitled to use the Association logo on their letterhead and business communications, indicating they are a Member of the Association.

#### 2.04 MEMBER OBLIGATIONS

In addition to any other obligations set out herein, where a regulatory or oversight body or a Ministry convicts a Member or finds a Member guilty or in breach of its obligations and where that decision or those findings may impact whether the Member has complied with the Code, the Member shall notify the Association of the decision or conviction and provide the Association with any information that it reasonably requests concerning the decision.

## 2.05 DISCIPLINARY ACT OR TERMINATION OF MEMBERSHIP FOR CAUSE

Membership in the Association is not transferable, except with approval of the Board. Membership terminates upon the dissolution of any business organization or on the death of any individual (as applicable), or the resignation of the Member by notice in writing to the Corporation which shall be effective upon receipt..

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 in the Letters Patent (Articles), By-Laws or other policies of the Corporation.

The notice shall set out the reasons for the disciplinary action or the 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.



## SECTION III

### MEETINGS OF MEMBERS

#### 3.01 ANNUAL GENERAL MEETINGS

Every notice by a Member for the purposes of the Association's records shall include an email address. An Annual General Meeting (the "AGM") of the Members shall be held each year at a time and place determined by the Board and at a date that is not more than fifteen (15) months after the holding of the last preceding annual meeting. The purpose of the AGM is to receive reports and statements as required by the Act, elect Directors, appoint an auditor, and transact other business as may be properly brought before the meeting.

#### 3.02 SPECIAL MEETINGS OF MEMBERS

Special meetings of members of the Members may be held:

- (a) at times, dates, and places determined by the Board; or
- (b) upon written request of at least ten percent (10%) of the Active Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

#### 3.03 NOTICE

Notice of the time, date, and place of a meeting of Members shall be sent by mail, or by electronic transmission, or by personal delivery to each Member entitled to vote at the meeting at least:

- (a) thirty (30) days prior to an annual meeting; and
- (b) fifteen (15) days prior to any special meeting.

#### 3.04 QUORUM

Twenty (20) Active Members in good standing represented in person or by proxy entitled to vote at the meeting shall constitute a quorum at any meeting of Members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of the meeting. If a quorum is not present within one hour after the time appointed for the meeting, a new meeting shall be called.

#### 3.05 CHAIR OF THE MEETING

The Chair shall be the chair of all Member meetings. In the Chair's absence, the Members present at any Member meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### 3.06 ENTITLEMENTS TO VOTE

- (a) Each Active Member in good standing represented in person or by proxy shall be entitled to one (1) vote for the transaction of business properly brought before a meeting of Members.
- (b) Each Associate Member in good standing and represented in person or by proxy shall be entitled to one (1) vote to elect Directors to represent that class of Members and shall possess no additional voting rights, except for voting as stipulated in the *Act*.
- (c) A National Associate Member has no vote in any meeting of Members and no vote to elect Directors, except for voting as stipulated in the *Act*.
- (d) An Honourary Member has no vote in any meeting of Members and no vote to elect Directors, except for voting as stipulated in the *Act*.

### 3.07 VOTING

Any question submitted to any meeting of Members shall be determined by a majority vote of voting Members unless otherwise provided under the *Act* or the Association's By-Laws. Votes shall be decided by a show of hands unless a vote by ballot is demanded by at least ten percent (10%) of the voting Members represented in person or by proxy, or if the chair of the meeting so directs. In the case of an equality of votes, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost. Each Active Member shall vote through its Authorized Representative.

### 3.08 AUDITOR

The Active Members entitled to vote shall at each AGM appoint an Auditor to audit or review the finances of the Association and to hold office until the next AGM and may authorize the Board to determine the remuneration of the Auditor. If an appointment is not made, the Auditor in office shall continue in office until a successor is appointed.

### 3.09 NOMINATIONS

- (a) The Association shall establish a Nominations Committee as set out in Section 6.03.
- (b) The Secretary-Treasurer of the Association shall send a notice to all Members not later than 60 days prior to the date of the annual meeting calling for nominations for candidates for Directors. The nomination must be in writing, signed by at least two (2) Active Members or Associate Members in good standing, signed and consented to by the nominee and delivered to the Nominations Committee or the Executive Director no later than 30 days before the date of the annual meeting.
- (c) The slate of nominees prepared by the Nominations Committee as set out in Section 6.03 and approved by the Board shall be presented at the annual meeting for a vote. Should the slate of nominees for Director not be approved by the Members entitled to vote, the Directors shall be elected by ballot from the list of eligible nominees prepared by the Nominations Committee.

Nominations from the floor at Member meetings will not be accepted.

### 3.10 PROXIES

Each Member entitled to vote at a meeting of Members may vote by means of a proxy appointing the Chair, the Secretary-Treasurer or a Member in good standing as proxy holder. A proxy must be in writing and deposited with the Secretary-Treasurer prior to the time of voting. Subject to any restrictions expressed in the proxy instrument, a proxy holder may exercise the same voting rights that the appointing Member is entitled to exercise if that member were present at the meeting.

## SECTION IV

### DIRECTORS

#### 4.01 BOARD

The Association's affairs shall be managed by a Board of a minimum of fifteen (15) and a maximum of twenty (20) Directors. Any increase or decrease in the number of Directors shall be approved by Special Resolution.

The Board shall be composed of:

- (a) persons employed at the time of their election by an Active Member and elected by Active Members in good standing;
- (b) persons employed at the time of their election by an Associate Member and elected by Associate Members in good standing;
- (c) the most-recent Past Chair of the Board, as a non-voting member, who remains employed by a business organization eligible for Active Membership and is otherwise qualified to be a Director pursuant to the terms of the Corporation's By-Laws.

Effective in 2021, No Active Member shall have more than one (1) Director on the Board, unless the Member company employs a member of the Executive Committee, in which case the Member Company shall be entitled a second Director position. No Associate Member shall have more than one (1) Director on the Board.

The Board will, by resolution annually, determine the number of Directors required for (a), (b) and (c) above, and will ensure that the total number of Directors is not less than fifteen (15) and not more than twenty (20).

#### 4.02 QUALIFICATIONS OF DIRECTORS

Every Director:

- (a) shall be eighteen (18) or more years of age; and
- (b) shall be an employee of a Member in good standing

#### 4.03 ELECTION AND TERM

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, in the Letters Patent (Articles), shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

- (a) The Active Members may at each annual meeting elect the number of Directors equal to the number of vacancies in the Director positions referred to in Subsection 4.01(a) (each an "**Active Director**"). In the event that the number of nominees

does not exceed the number of vacancies, then no ballot is necessary and the chair shall declare the Nominees elected.

- (b) Subject to Subsection 4.03(c), an Active Director elected pursuant to Subsection 4.03(a) may not serve more than two (2) - three (3) year terms for a maximum of six (6) consecutive years. An Active Director elected pursuant to Subsection 4.03(a) who has served six (6) consecutive years may seek re-election after a one (1) year absence from the Board.
- (c) Notwithstanding Subsection 4.03(b), an Active Director who is elected pursuant to Subsection 4.03(a) and who is an Officer pursuant to the provisions of Section 5.02 is entitled, if re-elected, to serve longer than six (6) consecutive years in order that the Active Director may complete his or her service as an Officer as provided in Subsection 5.02(f).
- (d) The Associate Members may at each annual meeting elect the number of Directors equal to the number of vacancies in the Director positions referred to in Subsection 4.01(b) (each an "**Associate Director**"), each such Associate Director to be an Associate Director for a term of four (4) years. In the event that the number of nominees does not exceed the number of vacancies, then no ballot is necessary and the Chair shall declare the Nominees elected.
- (e) An Associate Director elected pursuant to Subsection 4.03(d) may not serve more than one term. An Associate Director elected pursuant to Subsection 4.03(d) who has served a term may seek re-election after a one (1) year absence from the Board.

#### 4.04 DUTIES OF DIRECTORS

- (a) Every Director and Officer shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Association.
- (b) A Director shall owe a personal fiduciary duty to the Association as a whole regardless of the member class from which the Director was elected.
- (c) A Director shall faithfully attend the meetings of the Board and shall agree to be appointed to one or more of committees established by the Board and serve as chair or co-chair or Board liaison of at least one committee at the direction of the Board.
- (d) Directors shall provide written consent to the Corporation to serve as a Director.

#### 4.05 VACANCIES

The office of a Director shall be vacated immediately:

- (a) the Director resigns by notice in writing to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) If the Director dies;
- (c) If the Director fails to attend three consecutive meetings of the Board without giving good and valid written reasons acceptable to the Board;
- (d) If the Director is no longer qualified to be a Director;

- (e) If the Director becomes bankrupt;
- (f) if the Director is found to be incapable of managing property by a court or under Ontario law;
- (g) by a resolution passed by at least a two-thirds (2/3) majority at a meeting of the Board for failure to carry out their duties as a Director
- (h) if, at a meeting of Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office; or
- (i) the Director ceases to be an employee of a Member in good standing of the member class from which the Director was elected for a period or more than 120 days. In the event the Director obtains employment with a Member in good standing of the member class from which the Director was elected in that time period, but the employer already has two employees who are Directors, the individual shall not qualify as a Director.

The Board may fill a vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

#### 4.06 ADVISORS AND EXPERTS

The Board may, at its discretion, appoint advisors and experts to assist the Board in its work. Such appointments are *ad hoc* and the people or positions so appointed speak at the will of the Chair and have no voting powers.

#### 4.07 MEETINGS OF DIRECTORS

The Board may by resolution determine to hold regular meetings and shall fix the dates and times of such meetings but shall meet at least four (4) times annually. Meetings of the Board may be held at any time or place. A meeting of the Board may be convened by:

- (a) the Chair;
- (b) any three (3) Directors, in which case their notice shall be sent to the Secretary, who shall convene a meeting of the Board.

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall preside at Board meetings.

#### 4.08 QUORUM

A quorum of the Board shall be a majority of the Directors.

#### 4.09 NOTICE OF MEETINGS

Notice of any Board meeting shall be given by telephone, email or personal delivery at least seven (7) days prior to such meeting. Notice of a meeting is not necessary if all the Directors are present, and none objects to the holding of the meeting or have otherwise signified their consent to the holding of such meeting.

No error or accidental omission in giving notice of any Board meeting shall invalidate the meeting or made void any proceedings taken at a meeting.

#### 4.10 RESOLUTIONS IN LIEU OF MEETINGS

A resolution in writing including email, signed by all the Directors, is valid as if it had been passed at a Board meeting.

#### 4.11 ELECTRONIC MEETINGS

One (1) or more Directors may, if all the Directors consent either generally with respect to all Board meetings or specifically with respect to a specific Board meeting, participate in a Board meeting by means of telephone or such other communication methods that permits all individuals participating in the meeting to hear each other. A Director participating in such a meeting is deemed to be present at that meeting.

#### 4.12 VOTING BY DIRECTORS

Each Director shall be entitled to one (1) vote for the transaction of business properly brought before a meeting of Directors. Any question arising at any meeting of the Board shall be decided by a majority of the votes. In the case of an equality of votes, the Chair shall not have a second or casting vote.

#### 4.13 REMUNERATION OF DIRECTORS

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

#### 4.14 POLICIES, RULES AND REGULATIONS

The Board may make and establish policies, rules and regulations for the Association, its Directors, Officers, Members or employees or any combination of the preceding and for the transaction of its activities.

#### 4.15 BORROWING

The Board is hereby authorized, from time to time:

- (a) to borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;

- (b) to limit or increase the amount to be borrowed;
- (c) to issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
- (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Association, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Association, and the undertaking and rights of the Association.

#### 4.16 CONFLICT OF INTEREST

A Director who is any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the *Act*. Except as provided in the *Act*, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.



## SECTION V

### OFFICERS

#### 5.01 OFFICERS

The Board shall appoint Officers that shall be the Chair, the Vice-Chair, the Secretary- Treasurer, the Immediate Past Chair and the Executive Director.

#### 5.02 ELECTION

- (a) In accordance with this By-Law, the Directors shall elect the Association's Officers from among its Active Directors as presented by the Nominations Committee pursuant to Section 6.03 and shall specify their duties and, subject to the Act, delegate to such Officers powers to manage the Association's affairs.
- (b) Subject to Subsection 5.02(c), an Active Director may be elected to any office, except that of the Executive Director.
- (c) Two (2) or more offices may be held by the same person, except for the offices of Chair and Executive Director.
- (d) Except for the Executive Director, an Officer must be a Director.
- (e) Except for the Executive Director, the Officers shall be elected at the first meeting of the Board after each AGM and shall hold office at the pleasure of the Board or until their successor is appointed.
- (f) After their initial election as an Officer, and on the condition that they continue to meet the qualifications of a Director, at the Board meeting following the next AGM, the then Secretary-Treasurer shall be appointed Vice-Chair and the then Vice-Chair shall be appointed Chair. Thereafter the Board shall elect an Active Director to the position of Secretary-Treasurer at the first meeting of the Board after the AGM or as soon thereafter as practicable.

#### 5.03 VACANCIES

In the event of a vacancy occurring among the Officers except the Executive Director, each Officer shall move to the position set out in 5.02(f) to fill the vacancy created for the unexpired term of office and the Board shall elect a remaining Active Director to the position of Secretary-Treasurer for the unexpired term of office.

Any Officer may be removed from office by a resolution passed by at least a two-thirds (2/3) majority at a meeting of the Board duly called to consider such a resolution.

An Officer who has ceased to be a Director shall, at the same time, will cease to be an Officer.

#### 5.04 CHAIR

The Chair shall provide oversight to the efficient operation of the Board and shall supervise the implementation of the policies and programs of the Board. The Chair shall

preside at all meetings of the Members and at all meetings of the Directors and of the Executive Committee and shall call meetings of the Board when the Chair deems necessary. The Chair shall be an ex-officio member of all other Committees. The Chair shall perform such other duties as determined by the Board.

#### 5.05 VICE-CHAIR

The Vice-Chair shall be responsible for ensuring that the Association's strategic planning activities are addressed. The Vice-Chair shall act in the absence of the Chair and shall perform such other duties as determined by the Board.

#### 5.06 SECRETARY-TREASURER

The Secretary-Treasurer shall maintain oversight of the financial matters of the Association. The Secretary-Treasurer shall maintain contact with the Association's Auditor and present at each AGM year-end financial statements. The Secretary-Treasurer shall also perform such other duties as determined by the Board.

#### 5.07 IMMEDIATE PAST CHAIR

The Immediate Past Chair shall chair the Nominations Committee and the Governance Committee and shall perform such other duties determined by the Board. In the event that the current Immediate Past Chair is unable or unwilling to chair the Nominations Committee or the Governance Committee, the preceding Immediate Past Chair shall do so.

#### 5.08 EXECUTIVE DIRECTOR

The Executive Director shall be responsible for the management and direction of the Association's affairs subject to the direction of the Board. The terms and conditions of the Executive Director's employment shall be fixed by the Board or by a Committee tasked with that role on behalf of the Board. The Executive Director shall render a true and complete report of the Association's financial condition to the Directors when requested. The Executive Director shall be an ex-officio member of all Committees.

#### 5.09 AGENTS AND ATTORNEYS

The Board may from time to time appoint agents or attorneys for the Association with such powers as the Board considers appropriate.

SECTION VI

## SECTION VI

### COMMITTEES

#### 6.01 GENERAL

The Board may appoint or elect Committees and may delegate to those Committees such powers and duties as the Board may determine, unless expressly prohibited by law, by these By-Laws or the Act.

The Board shall determine the composition and terms of reference for any such Committee and may dissolve any Committee by resolution at any time.

Actions of committees, beyond the powers delegated to them as set out above, shall not be binding on the Board unless and until approved by the Board.

#### 6.02 EXECUTIVE COMMITTEE

The Board shall appoint an Executive Committee comprised of the Officers of the Corporation. The Executive Committee is delegated to act in the stead of the Board except regarding matters of policy, general financial matters, and matters specifically restricted for the Board's consideration in these By-Laws or from time to time by resolution of the Board. The quorum of the Executive Committee shall be a majority of its members. The Executive Committee shall keep minutes of its meetings.

#### 6.03 NOMINATIONS & GOVERNANCE COMMITTEE

- (a) The Nominations & Governance Committee shall be chaired by the Immediate Past President and other members shall be appointed by the Board.
- (b) Prior to each annual meeting, the Nominations & Governance Committee shall review the nominations received by it to satisfy itself that each nominee is eligible to run for election as a Director. The Nominations & Governance Committee shall prepare a slate of those nominees who are eligible for election (the "Eligible Nominees") and from those Eligible Nominees shall confirm that the nominee accepts a nomination and shall recommend a slate of nominees to the Board for election as Directors including:
  - (i) with respect to Active Directors elected pursuant to Subsection 4.03(a), the number of vacancies referred to in Subsection 4.03(a); and
  - (ii) with respect to Associate Directors elected pursuant to Subsection 4.03(d), the number of vacancies referred to in Subsection 4.03(d).
- (c) In preparing the slate of nominees, the Nominations & Governance Committee may give consideration to such factors as district or regional representation, relationship to the Members' businesses, trades, services, or professions, relationship to the construction aggregates, and related minerals industry.
- (d) Nominations & Governance Committee may, at the request of the Board, recommend a nominee or nominees to fill a vacancy or vacancies on the Board should a vacancy or vacancies arise.

- (e) Each year, the Nominations Governance Committee shall request from the Active Directors those names who wish to stand for election to the position of Treasurer. The Governance & Nominations Committee shall choose one name from among those who have put forward their names for election and present that candidate to the Executive Committee for approval and, once approved, to the Board for a vote.
- (f) The Governance & Nominations Committee shall be responsible for reviewing the By-Laws from time to time and assisting with any issues of governance that may arise.

#### 6.04 OTHER COMMITTEES

Committees shall be appointed by the Board each year following the annual meeting. Each Committee shall be comprised of representatives of Members and committee chairs as appointed by the Board after consideration of the Member's particular qualifications, experience and other relevant criteria. The members of such committees shall serve for one (1) year or until their successors have been appointed. The Chair and the Executive Director shall be ex-officio members of all Committees.

#### 6.05 RESOLUTIONS IN LIEU OF MEETINGS

A resolution in writing, signed by all the members of a committee is valid as if it had been passed at a meeting of such committee.

#### 6.06 ELECTRONIC MEETINGS

One (1) or more committee members may, if all the committee members consent either generally with respect to all of that committee's meetings or specifically with respect to a specific committee meeting, participate in a committee meeting by means of telephone or such other communication methods that permits all individuals participating in the meeting to hear each other. A committee member participating in such a meeting is deemed to be present at that meeting.

## SECTION VII

### **PROTECTION OF DIRECTORS AND OFFICERS**

#### 7.01 LIMITATION OF LIABILITY

No Director or Officer of the Corporation shall be liable for the acts, neglects, or defaults of any other Director, Officer, Committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or other tortious act of any person, firm or Corporation with whom or which any monies, securities, or effects shall be lodged or deposited, or for any 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 Corporation's Letters Patent (Articles) and By-Laws; and
- (b) Exercised their powers and discharged their duties in accordance with the *Act*.

#### 7.02 INDEMNITY AND INSURANCE

The Association shall indemnify each Director or Officer and their heirs, executors, administrators and other legal personal representatives against all costs and charges that result from any act done or permitted as a Director or Officer for the Association.

The Association may purchase and maintain directors' and officers' liability insurance for the benefit of Directors and Officers. The Association does not provide indemnification to a Director or Officer in respect of costs, charges or expenses which are occasioned by his, or her own willful neglect or default and does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith. Nothing herein relieves any Director or Officer from the duty to act in accordance with the *Act* or from liability from any breach thereof.

#### 7.03 DIRECTOR'S RELIANCE

Directors and Officers may rely upon the accuracy of any statement or report prepared by the Association's Auditor and shall not be held responsible or liable for any loss or damage resulting from acting upon that statement or report.

#### 7.04 VALIDITY OF ACTIONS

No act or proceeding of any Director, Officer, Board or Committee shall be deemed invalid by the subsequent ascertainment of irregularity or the qualification of such Director, Officer, Board, or Committee Member.

## SECTION VIII

### **DUES AND ASSESSMENTS**

#### 8.01 ANNUAL DUES

The annual dues for all classes of Members and all other fees and assessments may be established by the Board from time to time.

#### 8.02 APPLICATION

On being admitted as a Member, a new Member shall pay the application fee applicable to the classification of Membership at the time of such admission. The application fee shall accompany the application.

#### 8.03 ASSESSMENTS

Members shall be provided with a notice of assessment. Assessments shall be due and payable on the date specified in the notice.

#### 8.04 DUES DATE

Annual Dues shall be for the calendar year January 1st to December 31st and shall be payable within a period of time established by the Board.

#### 8.05 LIABILITY FOR DUES

Regardless of any suspension or termination of Membership, any fees, assessments, or accounts owing by a Member shall at all times constitute a debt of that Member to the Association.

#### 8.06 PRO-RATA

The Board, at its discretion and according to an approved schedule, may prorate the annual Membership dues of a new Member admitted after January 1st in any year.

#### 8.07 LATE DUES

Any Member who is ninety (90) days in arrears of annual dues or other fees or assessments shall, fifteen (15) days after the mailing by regular mail of notice from the Association to the Member advising of the arrears, cease to be a Member in good standing (a "Suspended Member"). A Suspended Member shall be reinstated to good standing upon payment of the arrears within a further (60) days. The Membership of any Member who is in arrears of annual dues for more than one hundred and fifty (150) days shall be deemed to be terminated and the Member shall be removed from the Association's publicly available list of Members.

#### 8.08 COLLECTION

Collection of unpaid dues, fees, accounts, debts, and assessments shall be as determined by the Board.

## SECTION IX

### **DISSOLUTION**

#### 9.01 **DISSOLUTION**

On the Association's dissolution, its assets (after payment of all the Association's liabilities) shall be distributed in a manner prescribed by the Board in accordance with the *Act*, provided that the organization or organizations to receive any such distribution shall be approved by a Special Resolution.