

**Heavy Construction Safety Association of Saskatchewan Inc.
Bylaws**

ARTICLE I

Name of corporation

1. The corporation shall be known as “Heavy Construction Safety Association of Saskatchewan Inc.”

Workers’ Compensation Act, 2013

2. The corporation is formed in accordance with section 146 of *The Workers’ Compensation Act, 2013* which reads as follows:

Association re injury prevention and safety

146(1) If the employers in any class established pursuant to this Act have formed themselves into an association for the purpose of injury prevention and safety, the board may make a grant towards the expenses of the association.

(2) Any money paid by the board pursuant to subsection (1) must be charged against the class represented by the association and levied as part of the assessment against that class.

ARTICLE II

Objects of the Corporation

Objects

3. The objects of the corporation are:

(a) To take all proper measures to encourage and promote the prevention of accidents and eliminate occupational health hazards associated with the road building and heavy construction industry in the provinces Saskatchewan.

(b) To provide information and encourage instruction and safe work methods and practices.

(c) To promote participation and encourage instruction in the proper use of first aid to the injured.

(d) To encourage the development and implementation of safety programs among its members for the purpose of accident reduction and adoption of safe work methods and practices; including the promotion of the certificate of recognition program and the small employer certificate of recognition program.

(e) To seek membership in other safety organizations, which will provide assistance in the educational and developmental aspects of accident prevention programs.

(f) To coordinate, classify, and assemble statistical data and other information on accidents and distribute the recorded information for the purpose of providing assistance to the accident prevention and safety programs.

(g) Generally, to do all things incidental or necessary for the purpose of advancing the interests of the corporation and its members in connection with safety in the road building and heavy construction industry in the province of Saskatchewan.

ARTICLE III

Members, Board of Directors and Executive Officers

Members

4. (1) All contractors and organizations engaged in the type of work as defined under rate code "R11 – Road construction and earthwork" by the Workers' Compensation Board in the province of Saskatchewan shall be eligible for membership in the corporation.

(2) All members of the corporation must abide by the rules and regulations which may be passed from time to time by the corporation and which may be approved by the Workers' Compensation Board.

Board of Directors

5. (1) The Board of Directors of the corporation shall consist of:

(a) The Executive Officers; and

(b) Up to 10 directors elected at the annual meeting of the corporation.

(2) Directors are to be elected for two-year terms at the annual meeting, one-half of the directors being elected each year.

(3) The directors are to be chosen as follows:

(i) Directors will represent different geographic areas of Saskatchewan;

(ii) Directors will represent different industries within the "R" classification code of the Workers' Compensation Board;

(iii) One-half of the directors will represent workers; and

(iv) One-half of the directors will represent owners.

(4) Nominations for director must be in writing and directed to the Nominations Committee and received by the head office of the corporation at least one month before the date of the annual meeting.

(5) If the office of any director become vacant, the remaining directors shall appoint a member of the corporation to fill the vacancy until the next annual meeting.

Executive Officers

6. (1) The Executive Officers of the corporation shall be:

(i) President;

(ii) Immediate Past-President;

(iii) Vice-President;

(iv) Secretary-Treasurer.

(2) The board may delegate certain of its powers to the Executive Officers or such other committees as the Board may establish.

(3) The term of the Executive Officers, other than the Secretary-Treasurer, is two years.

(4) No Executive Officer other than the Secretary-Treasurer shall hold office for more than one term.

(5) No person shall be elected as President unless that person has served a term as director.

(6) No person shall be elected as Vice-President unless that person is a director.

(7) Nomination for Executive Officers shall be presented to the annual meeting by the Nominating Committee who shall have the consent of the nominee.

(8) The election for Vice-President shall be held at the meeting of directors at which the election for President is held, following the election of the President.

(9) The Secretary-Treasurer may be appointed by the board.

(10) If the Secretary-Treasurer is an employee of the corporation, the Secretary-Treasurer is not eligible to vote at director's meetings.

Nominating Committee

7. The board must establish a Nominating Committee, which is responsible for nominating persons for election as director.

Powers of Directors

8. The directors shall have the power to:

(i) Generally manage and conduct the business and affairs of the Corporation and may exercise all the powers of the Corporation.

(ii) Appoint such other officers and committees as may be required to conduct the affairs of the corporation.

(iii) Set the time and place of the annual meeting.

Powers of Executive Officers

9. (1) Subject to such direction as may from time to time be given by the board, the Executive Officers shall have full power to manage the affairs of the corporation between board meetings.

(2) The Executive Officers shall meet where, how and as often as the Executive Officers may determine, but shall meet at the call of the President or Vice-President.

(3) Notice of meetings of the Executive Officers shall be as determined by the Executive Committee and may be in writing or otherwise and for such length of time as may be determined by the Executive Officers.

(4) The Executive Officers may meet without notice if all members attend and sign a waiver of notice and consent to the transaction of such business as may come before the meeting.

Powers and duties of Secretary-Treasurer

10. (1) The Secretary-Treasurer shall attend all meetings, assist the President, and cooperate with the Executive Officers and directors.

(2) The Secretary-Treasurer shall be the official custodian of all records and monies of the corporation.

(3) The Secretary-Treasurer shall submit annual financial statements prepared in accordance with clause 18 to the board and to the annual meeting, certified by a chartered accountant whose appointment shall be made in accordance with clause 16.

Article IV Meetings

Annual meeting

11. (1) The annual meeting of the corporation shall be held within 28 weeks the commencement of the fiscal year or as otherwise determined by the directors.

(2) The annual meeting shall be convened in such place as may be decided upon by the directors to receive reports of officers and committees, annual financial statements and for all other general or special purposes relating to the management of the Corporation's affairs.

(3) Notice of such annual meeting shall be mailed to each member at least 15 days prior to the date of such meeting.

Special meetings

12. (1) The board, the President or the Executive Officers shall have the power to call a special meeting of members at any time.

(2) In the event of a special meeting being called as referred to in clause (1), notice of the meeting, including the purpose of the meeting, shall be provided in accordance with clause 11(3).

Meetings of the Directors

13. (1) The directors of the corporation shall meet at such time as may be decided upon by them but not less than four times a year.

(2) Notice of all meetings of directors shall be sent by the Secretary-Treasurer of the corporation to each director at least 15 days prior to the date of such meeting.

(3) The notice of meeting shall state the objective of the meeting and the subjects to be considered.

(4) Unless a majority of directors present at a meeting object, a director or directors may participate in a meeting of the board or of a committee of the board by means of telephone conference call or video conferencing or other communication facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

Quorum

14. (1) At all meetings of the directors, a quorum shall consist of at least 40% of the directors.

(2) Members personally present shall constitute a quorum at the annual meeting or any special meeting of the corporation.

Article V

Execution of Documents, Audits, Amendments.

Execution of Documents

15. (1) The execution of all documents and the signing of all cheques and negotiable instruments in connection with the administration of the corporation shall be done in such a manner and by such persons as the directors may determine.

(2) Unless determined otherwise, all cheques may be signed by the Secretary-Treasurer and countersigned by any one of the President, Vice President, Immediate Past President or board member.

(3) All bank drafts, cheques, promissory notes, bills of exchange, credit cards or other negotiable instruments, and all withdrawals from the corporation's accounts shall be executed in the name of the corporation and signed by two authorized signatories as approved periodically by the board.

Audit

16. (1) An auditor shall be appointed every year by the directors, whose duty it shall be to audit the books, vouchers and accounts of the corporation, to certify the correctness of the balance sheet, to examine and verify the securities and other assets in the custody of the Secretary-Treasurer, and certify the reasonableness of the valuation at which the corporation assets are carried.

(2) The auditor's remuneration shall be fixed by the directors.

Fiscal year

17. The fiscal year of the corporation shall commence on the first day of January at each year.

Annual Financial Statements

18. The board shall lay before each annual meeting of shareholders a financial statement prepared in accordance with the provisions of *The Non-Profit Corporations Act, 1995* and the regulations thereto and the bylaws of the corporation and the report of the auditor, if any, to the shareholders thereat. The financial statement shall:

- (a) be approved by the board and signed by 2 directors;

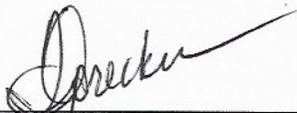
- (b) cover a period that ended not more than six (6) months before the annual meeting;
- (c) be a comparative statement relating separately to the latest completed fiscal year and the fiscal year next preceding it; and
- (d) subject to the requirements of *The Non-Profit Corporations Act, 1995* and the regulations thereto, be made up of:
 - (i) a statement of profit and loss for each period;
 - (ii) a statement of surplus for each period;
 - (iii) a statement of source and application of funds for each period;
 - (iv) a balance sheet as at the end of each period, with each statement containing the information required by the Act to be disclosed in such statements; and
 - (v) a statement of changes in financial position.

Amendments

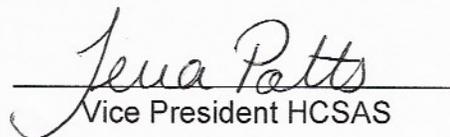
19. (a) The bylaws of the corporation may be amended only by a special resolution of the members at any annual meeting of the corporation.

(b) Amendments to the amendment may be discussed and voted on at the same meeting.

Bylaws approved March 29th 2019 AGM



President HCSAS



Vice President HCSAS