



BYLAWS

To regulate the affairs of
**HEAVY CONSTRUCTION SAFETY ASSOCIATION OF
SASKATCHEWAN INC.**

These Bylaws are enacted pursuant to the provisions of The Non-profit Corporations Act, 1995 of the Province of Saskatchewan and the Saskatchewan Workers' Compensation Board (WCB) Policy and are subject to the provisions of, and the regulations, under the Non – Profit Corporations Act and the WCB Funding Policy.

TO BE CONFIRMED, AMENDED OR REJECTED BY THE MEMBERS OF THE CORPORATION IN ACCORDANCE WITH *THE NON-PROFIT CORPORATIONS ACT, 1995* BY A VOTE OF ALL THE MEMBERS DULY CALLED FOR THE PURPOSE OF CONSIDERING SUCH BYLAWS.

APPROVED BY THE MEMBERSHIP AT THE ANNUAL GENERAL MEETING

THIS _____ DAY OF _____, _____

Chairperson of the Board

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INTERPRETATION

1. Definitions

All terms contained in the bylaws which are not defined in the bylaws and which are defined in the Act shall have the meaning given to such terms in the Act;

- i. **Articles** means the Articles of Incorporation of the HEAVY CONSTRUCTION SAFETY ASSOCIATION OF SASKATCHEWAN INC.
 - ii. **Associate Member** means a non-voting member subject to approval by the Board; Involvement by a member representative from the WCB or designate in an advisory or similar capacity as reasonably acceptable to the WCB
 - iii. **Board** means the Board of Directors of the Organization;
 - iv. **Bylaws** means these bylaws and all other bylaws of the Organization in force and effect;
 - v. **Chairperson** means Chairperson of the Board;
 - vi. **Organization** means the organization incorporated under *The Non-profit Corporations Act, 1995* and named HEAVY CONSTRUCTION SAFETY ASSOCIATION OF SASKATCHEWAN;
 - vii. **Director** means a member of the Board;
 - viii. **Industry** means employers and the workers within the Workers' Compensation Board (WCB) R rate code
 - ix. **Meeting of Members** includes any annual or special meeting of members;
 - x. **Member** means any employer from the WCB R rate code in good standing of the Workers' Compensation Board.
 - xi. **Non-profit Corporations Act** means *The Non-profit Corporations Act, 1995* of Saskatchewan and any Act that may be substituted therefore, and the regulations made there under, as amended;
 - xii. **Recorded Address** means, in the case of a member, his or her address as recorded in the register of members and, in the case of a Director, executive, auditor or member of a committee of the Board, his or her address as recorded in the records of the Organization;
 - xiii. **Signing Officer(s)** means any person(s) authorized to sign an instrument on behalf of the Organization by Section 15 of these Bylaws, or by a motion passed pursuant thereto;
 - xiv. **WCB R Rate Code** means a specific group of employers classified according to the Saskatchewan Workers' Compensation Board
- 1.1 HEADINGS - The headings used throughout the by-laws are inserted for reference purposes only and are not to be considered in construing the terms and provisions of these by-laws or to be deemed in any way to clarify, modify or explain the effect of such terms or provisions.
 - 2.1 Conflict with By-laws - To the extent of any conflict between the provisions of the by-laws and the provisions of either the Act or the Articles, the provisions of the Act or the Articles shall govern.
 - 3.1 Invalid Provisions - The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

- 4.1 Interpretation – The Board is the sole authority for the interpretation of these by-laws and the decision of the Board upon any question of interpretation, or upon any matters affecting the Corporation and provided for by the by-laws, shall be final and shall be binding on all the members.

Membership, Board of Directors and Executive Officers

1.1.1 Members

Every employer in the R Code as defined by the Workers' Compensation Board classification system, provided that such employer is registered pursuant to *The Workers' Compensation Act*, has a firm number and is in good standing with the Workers' Compensation Board shall be considered a member. Each Member (firm number) will be entitled to one vote.

Associate Membership is subject to approval by Directors and specific to the funding agreement. It is available only to person(s) and/or organizations having an expressed interest in the elimination of work-related injuries and their impact, in the WCB R Rate Code through safety and injury prevention initiatives. Associate Members are non-voting.

1.1.2 Board of Directors

The association must be governed by a board of directors with equal representation from:

- a. **Worker representative(s)** - "a worker who has entered into or works under contract of service or employment with an employer registered in a rate code funding the association
- b. **Employer representative (s)** registered in a rate code funding the association, and
- c. **Representative** from the WCB or designate in a non-voting advisory role

DUTIES OF THE BOARD

The Board shall manage or supervise the management of the affairs and business of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and which are not expressly directed or required by the Act or other statute, the Articles, the by-laws or any special resolution of the Corporation to be done in some other manner. Notwithstanding a vacancy among the directors, a quorum of the Board may exercise all the powers of the Board.

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.

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

The directors are to be chosen as follows:

- i. Directors will represent different geographic areas of Saskatchewan;
- ii. (ii) Directors will represent different industries within the "R" classification code of the Workers' Compensation Board;
- iii. the Workers' Compensation Board;
- iv. (iii) One-half of the directors will represent workers; and
- v. (iv) One-half of the directors will represent owners.

Nominations for director must be in writing and directed to the Nominations Committee and received by the head office of the Association at least 30 days before the date of the annual meeting.

1.1.3

1.1.4 Deemed Resignation

Notwithstanding anything contained herein, a director shall, at the Board's discretion, be deemed to have resigned as director upon the director failing to attend at least fifty (50%) percent of the meetings of the Board and/or at least seventy-five (75%) percent of the meetings of any committees of the Board in any calendar year without a reasonable and valid excuse as determined by the chair. In addition, notwithstanding anything contained herein, a director who was a Nominee of the Nominating Group shall be deemed to have resigned as director if, in the chair's opinion, the director ceases to be employed or engaged by, or associated with, an Eligible Person. Upon the Board determining that a deemed resignation has occurred, such director shall immediately tender his or her resignation to the Board.

Further to the above description, the secretary of the board will list director attendance on all meetings and sub-committee minutes. The categories shall be present, absent with regrets and absent.

1.1.5 Board Vacancies

Subject to the Act, if any vacancy on the Board occurs by reason of the death, disqualification, inability to act, resignation or removal of any director, a quorum of directors shall fill such vacancy so as to maintain a Board consisting of the number of Nominees of the Nominating Groups and the Board

A director appointed or elected to fill a vacancy holds office for the unexpired term of his or her predecessor.

1.1.6 Executive Officers

a. The Executive Officers of the corporation shall be:

- i. Chair;
 - ii. Immediate Past-Chair;
 - iii. Vice-Chair;
 - iv. Secretary-Treasurer (CEO of the HCSAS)
- b. The board may delegate certain of its powers to the Executive Officers or such other committees as the Board may establish.
 - c. The term of the Executive Officers, other than the Secretary-Treasurer, is two years.
 - d. No Executive Officer other than the Secretary-Treasurer shall hold office for more than one term.
 - e. No person shall be elected as Chair unless that person has served a term as director.
 - f. No person shall be elected as Vice-Chair unless that person is a director.
 - g. Nominations for Executive Officers shall be presented to the annual meeting by the Nominating Committee who shall have the consent of the nominee.
 - h. The election for Vice-Chair shall be held at the meeting of directors at which the election for Chair is held, following the election of the Chair.
 - i. The Secretary-Treasurer may be appointed by the board.
 - j. If the Secretary-Treasurer is an employee of the corporation, the Secretary-Treasurer is not eligible to vote at director's meetings.

1.1.7 Nominating Committee

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

1.1.8 Powers of Directors

Directors shall have the power to:

- a. Manage and conduct the business and affairs of the Corporation and may exercise all the powers of the Corporation.
 - i. Appoint such other officers and committees as may be required to conduct the affairs of the corporation.
- b. Set the time and place of the annual meeting.

1.1.9 Powers of Executive Officers

Executive officers shall have the power to:

- a. 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.
- b. The Executive Officers shall meet where, how and as often as the Executive Officers may determine, but shall meet at the call of the Chair or Vice-Chair.

- c. Notice of meetings of the Executive Officers shall be as determined by the Executive Committee at a frequency determined by the Executive
- d. 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.

1.1.10 Powers and duties of Secretary-Treasurer

- i. The Secretary-Treasurer shall attend all meetings, assist the President, and cooperate with the Executive Officers and directors.
- ii. The Secretary-Treasurer shall be the official custodian of all records and monies of the corporation.
- iii. The Secretary-Treasurer shall submit annual financial statements to the board and to the annual meeting, certified by a chartered accountant whose appointment shall be made in accordance with **clause 16**.

Member Meetings

1.1.11 Annual meeting

- a. The annual meeting of the corporation shall be held within 28 weeks of the commencement of the fiscal year or as otherwise determined by the directors.
- b. 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.
- c. Notice of such annual meeting shall be mailed - Members shall be notified of the annual meeting to ~~each~~ member at least 30 days prior to the date of such meeting.
- d. Meetings shall be held in person or by use of an electronic platform

1.1.12 Special meetings

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

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).

1.1.13 Meetings of the Directors

- i. Directors of the corporation shall meet at such time as may be decided upon by them but not less than four times a year.
- ii. 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.
- iii. The notice of meeting shall state the objective of the meeting and the subjects to be considered.

- iv. Unless the 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 which will 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.

1.1.14 Quorum

- i. At all meetings of the directors, a quorum shall consist of the majority of the directors as defined as greater than 50% of the directors.
- ii. Members personally present shall constitute a quorum at the annual meeting or any special meeting of the corporation.

Execution of Documents, Audits, Amendments

1.1.15 Execution of Documents

- i. 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.
- ii. 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. All EFT (Electronic Fund Transfers) shall be approved in the same manner as checks.
- iii. 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.

1.1.16 Audit

- i. 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.
- ii. The auditor's remuneration shall be fixed by the directors.

1.1.17 Fiscal year

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

1.1.18 Annual Financial Statements

The board shall present 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 members. 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
- i. (d) subject to the requirements of *The Non-Profit Corporations Act, 1995* and the regulations thereto, be made up of:
 - a. (i) a statement of profit and loss for each period;
 - b. (ii) a statement of surplus for each period;
 - c. (iii) a statement of source and application of funds for each period;
 - d. (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.

1.1.19 Amendments

19.1 The Directors may, by motion, make, amend, or repeal any bylaws that regulate the activities and affairs of the Organization.

- i. **19.2** The Directors shall submit a bylaw, or an amendment or repeal of a bylaw to the next annual meeting of members and the members may, by motion, confirm, reject or amend the bylaw, amendment or repeal by two-thirds (2/3) of the members who attend the meeting of the members. Notice of any bylaw, amendment, or repeal of a bylaw shall be sent to the members in the notice of the meeting.

19.3 A new bylaw, or an amendment, or repeal is effective from the day of the motion of Directors until confirmed, confirmed as amended, or rejected by the voting members.

19.4 If a bylaw, or any amendment or repeal of a bylaw is rejected by the voting members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof, ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed as amended by the voting members.