

SCHEDULE B

B.C. CONSTRUCTION SAFETY ALLIANCE BYLAWS

PART 1 – INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - (a) “Act” means the *Workers’ Compensation Act* of the Province of British Columbia as enacted from time to time and includes its regulations;
 - (b) “board” means the board of directors of BCCSA;
 - (c) “BCCSA” means the B.C. Construction Safety Alliance;
 - (d) “chairperson” means the chairperson of the board;
 - (e) “construction contractor” means a person who is a contractor, subcontractor or manager in the construction, renovation or maintenance of roads, facilities or structures;
 - (f) “director” means a director of BCCSA;
 - (g) “employer” means an employer within the meaning of the *Act*;
 - (h) “executive director” means the executive director of the BCCSA appointed as required in these Bylaws;
 - (i) “*Society Act*” means the *Society Act* of the Province of British Columbia as enacted from time to time and includes its regulations;
 - (j) “supporting organization” in relation to a person, means an organization described in Bylaw 5(a) of which that person is a member;
 - (k) “vice chairperson” means the vice chairperson of the board..
2. Words importing the singular include the plural and vice versa; words importing gender include the masculine and feminine gender; and person includes an individual, partnership, association and body corporate.

PART 2 – MEMBERSHIP

3. On the date of incorporation of BCCSA, the members of the BCCSA are the applicants for incorporation.

4. From and after the date of incorporation of BCCSA, the members of BCCSA are those persons described in Bylaw 3 who have not ceased to be members and those persons who subsequently become members in accordance with these Bylaws and who have not ceased to be members.

5. The following persons are eligible to be the members of BCCSA:

- (a) a construction contractor who is
 - (i) an employer registered with the Workers' Compensation Board, and
 - (ii) a member in good standing of any of the following supporting organizations:
 - (1) the Aggregate Producers Association of British Columbia;
 - (2) the B.C. Ready Mix Concrete Association;
 - (3) the B.C. Road Builders & Heavy Construction Association;
 - (4) the British Columbia Construction Association;
 - (5) the Canadian Home Builders' Association of British Columbia;
 - (6) the Construction Labour Relations Association of B.C.;
 - (7) the Council of Construction Trades Associations (BC);
 - (8) the Independent Contractors and Businesses Association; or
 - (9) any other construction sector organization approved by the board; or
- (b) a construction contractor who is an employer registered with the Workers' Compensation Board and rated under
 - (i) Sector 72 (Construction), or
 - (ii) any other classification unit acceptable to the Workers' Compensation Board and approved by the board.

6. A person described in Bylaw 5(a) becomes a member of BCCSA automatically and without application on the date the person's supporting organization submits to the executive director in the required form

- (a) the name and detailed contact information for that person, and
- (b) any other supporting documentation or information reasonably required by the board to demonstrate that the person is eligible to be a member.

7. A person described in Bylaw 5(b) may apply to the BCCSA for membership by submitting to the executive director an application in the required form containing

- (a) the name and detailed contact information for that person, and
 - (b) any other supporting documentation or information reasonably required by the board to demonstrate that the person is eligible to be a member.
8. The BCCSA must accept a person's application for membership under Bylaw 7 if the person meets the eligibility requirements for membership.
9. When a person becomes a member of BCCSA, the BCCSA must provide the member with a copy, without charge, of the Constitution and Bylaws of the BCCSA. Every member must uphold the Constitution and comply with these Bylaws.
10. A person automatically ceases to be a member of BCCSA in the following circumstances:
- (a) by the person mailing or delivering a written resignation to the registered office of BCCSA;
 - (b) on the death of the person or, in the case of a corporation or partnership, on dissolution; or
 - (c) on the person ceasing to be registered with the Workers' Compensation Board.
11. The BCCSA may not require
- (a) a person to pay a fee on application for membership in BCCSA, or
 - (b) a member to pay a fee to maintain membership in BCCSA.

PART 3 – MEETINGS OF MEMBERS

12. Subject to the *Society Act*, general meetings of BCCSA must be held at the time, date and place that the board decides.
13. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
14. The board may, when it thinks fit, convene an extraordinary general meeting.
15. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business.
16. The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not in itself invalidate proceedings at that meeting.
17. The first annual general meeting of BCCSA must be held not more than 12 months after the date of incorporation and the second annual general meeting must be held not later than two years following the date of incorporation of BCCSA. After the second annual general meeting an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

18. On the written request of not less than 20 members, the chairperson must convene a general meeting of the BCCSA within 21 days of receipt of the request. The request must include the purpose of the general meeting, must be signed by all the members making the request and must be delivered or sent by registered mail to the registered office of the BCCSA. The notice of the general meeting must include the purpose of the general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

19. For purposes of these Bylaws, special business is

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the audited financial statements;
 - (iii) the report of the board;
 - (iv) the report of the auditor;
 - (v) the appointment or election of directors;
 - (vi) the appointment of the auditor; and
 - (vii) the other business that, under these Bylaws, ought to be conducted at an annual general meeting, or business which is brought under consideration by the report of the board issued with the notice convening the meeting.

20. Business, other than the election of a chairperson and the adjournment or termination of the meeting, must not be conducted at a general meeting at any time when a quorum is not present.

21. If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

22. A quorum for a general meeting is 35 members present, or a greater number that the members may determine at a general meeting.

23. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the request of members, must be terminated; but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

24. Subject to Bylaw 25, the chairperson or, in the absence of the chairperson, the vice chairperson must preside as chairperson of a general meeting.

25. If at a general meeting
- (a) neither the chairperson nor the vice chairperson is present within 10 minutes after the time appointed for holding the meeting, or
 - (b) the chairperson, the vice chairperson and all other directors present are unwilling to act as the chairperson,

the members present must choose one of their number to be the chairperson.

26. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

27. When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

28. Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

29. A resolution proposed at a general meeting requires seconding.

30. The chairperson of a general meeting may move or propose a resolution.

31. A member present at a meeting of members is entitled to one vote.

32. Voting is by show of hands, unless the members decide otherwise.

33. Voting by proxy is not permitted.

34. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of that member, and that representative must be considered as a member for all purposes with respect to a meeting of BCCSA.

35. Ordinary resolutions are passed if a simple majority of members votes in favour, and special resolutions are passed if a majority of not less than 75% of members votes in favour.

36. In case of a tie vote, the chairperson does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and in that case the proposed resolution does not pass.

PART 5 – DIRECTORS AND OFFICERS

37. The board may exercise all the powers and do all the acts and things that BCCSA may exercise and do, and that are not by these Bylaws or by enactment or otherwise lawfully directed or required to be exercised or done by BCCSA in a general meeting. This authority is subject to

- (a) all laws affecting BCCSA,
- (b) these Bylaws, and

- (c) rules, not being inconsistent with these Bylaws, that are made from time to time by BCCSA in a general meeting.
38. A rule, made by BCCSA in a general meeting, does not invalidate a prior act of the board that would have been valid if that rule had not been made.
39. The directors who are named in the list of first directors must retire from office after the selection of directors held on the second annual general meeting following the incorporation of BCCSA.
40. The number of directors is seventeen and consists of the following:
- (a) 8 individuals appointed by the British Columbia Construction Association;
 - (b) 2 individuals appointed by the B.C. Road Builders & Heavy Construction Association;
 - (c) 2 individuals appointed by the Independent Contractors and Business Association;
 - (d) 2 individuals appointed by the Canadian Home Builders' Association of British Columbia;
 - (e) one individual appointed by the B.C. Ready Mixed Concrete Association;
 - (f) one individual appointed by the Aggregate Producers Association of British Columbia;
 - (g) one individual elected by the members.
41. If an individual who is the immediate past chairperson of the board is no longer a director of BCCSA, that individual is an ex officio member of the board for one year.
42. The term of office for each director is two years.
43. Despite Bylaw 42, at the time of the appointment or election of directors at the second annual general meeting of the BCCSA, eight directors shall be chosen, at random, to serve a term of one year.
44. A director may be re-elected or re-appointed for a total period of not more than six consecutive years.
45. If a director resigns or is incapacitated and unable to act,
- (a) the supporting organization who appointed the director may appoint an individual to complete the term of office of that director, or
 - (b) the board, in the case of an elected director, may appoint an individual to complete the term of office of that director.
46. The members may, by special resolution, remove any director before the expiration of his or her term of office.
47. A director must
- (a) act honestly and in good faith and in the best interests of BCCSA,

- (b) exercise the care, diligence and skill of a reasonable and prudent person in exercising powers and performing functions as a member of the board, and
- (c) make all reasonable efforts to devote the time necessary to attend all meetings of the board and its committees and to prepare adequately in order to participate fully in those meetings.

48. A director who is directly or indirectly interested in a proposed contract or transaction with BCCSA must disclose fully and promptly the nature and extent of his or her interest to the board. A director who has this interest must not attempt to influence, and must abstain from voting, on any decision respecting the proposed contract or transaction. When this decision is before the board, the director must not be counted when determining if there is a quorum.

49. The directors must convene a meeting immediately following every annual general meeting and elect from among themselves the following officers: a chairperson, vice chairperson, secretary and treasurer who hold office until the next election of officers. One person may hold the offices of both secretary and treasurer. The immediate past chairperson is an officer until the end of the next annual general meeting.

50. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of BCCSA.

PART 6 – PROCEEDINGS OF THE BOARD

51. The board may meet where it thinks fit to conduct business and may adjourn and otherwise regulate their meetings, as it thinks appropriate. The board may hold meetings, in whole or in part, by telephone, telephone conference call, web conferencing or any other electronic means where all the participants can hear each other.

52. The board may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum must be a majority of directors then in office.

53. The chairperson is the chair of all meetings of the board; however, if the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the vice chairperson must act as chair. If neither the chairperson nor the vice chairperson is present the directors present may choose one of their number to be the chairperson of that meeting.

54. The chairperson may convene a meeting of the board at any time but in any event must convene a meeting not less than four times a year.

55. On request of three directors, the chairperson must convene a meeting of the board.

56. For a first meeting of the board held immediately following the appointment of a director or directors, it is not necessary to give notice of the meeting to the newly appointed director or directors for the meeting to be properly constituted, so long as a quorum of the directors is present.

57. A director who may be absent temporarily from British Columbia may send or deliver to the registered address of BCCSA a waiver of notice of any meeting of the board. The director may at any time withdraw the waiver, and until the waiver is withdrawn

- (a) a notice of meeting of the board is not required to be sent to that director, and
- (b) all meetings of the board are valid and effective if there is a quorum for the meeting.

58. Questions arising at a meeting of the board are decided by

- (a) a 2/3rds majority of votes cast by directors during the period of two years following incorporation of BCCSA, and
- (b) a simple majority of votes cast by directors after the two year period described in paragraph (a).

59. Questions arising at a meeting of a committee are decided by a simple majority of votes cast by members of the committee.

60. In the case of a tie vote at a meeting of the board or a committee, the chairperson does not have a second or casting vote.

61. A resolution proposed at a meeting of the board or a committee need not be seconded, and the chairperson of a meeting may move or propose a resolution.

62. A resolution in writing, signed by all the directors and placed with the minutes of the board, is as valid and effective as if regularly passed at a meeting of the board.

63. An act or proceeding of the board is not invalid merely because there are fewer directors than the required number of directors in office.

64. The board may establish construction sector advisory committees to provide technical advice and assistance and to make recommendations to the board on matters referred to the committees by the board. The board will appoint the members of these committees after consultation with supporting organizations. The board must establish the terms of reference for each committee established.

65. The board must establish an Audit Committee consisting of three directors including the treasurer who will act as the chairperson of that Committee. This Committee is responsible for

- (a) maintaining effective relations with the external auditor and monitoring the quality and effectiveness of the external auditor's relationship with BCCSA management and the Committee,
- (b) reviewing and making recommendations to the board respecting conduct of the external audit and preparation of the audited financial statements and overseeing the external audit and audit process,

- (c) overseeing BCCSA management compliance with board policies for financial management and information systems and financial controls and monitoring the effectiveness of these systems and controls,
- (d) overseeing BCCSA management compliance with laws and regulations applicable to the financial operations of BCCSA,
- (e) reviewing and making recommendations to the board respecting the audited financial statements, and
- (f) making recommendations to the board respecting policies, procedures or directions on reimbursable expenses for directors and respecting any financial management and information systems and financial controls upon which it wishes to comment.

66. The board may as it thinks fit delegate any, but not all, of its powers to committees consisting solely of directors and the board may revoke such delegation at any time. The board must establish the terms of reference for and rules applicable to each committee. A resolution of the board delegating any powers of the board to a committee under this authority expires at the end of the first meeting of the board following each annual general meeting.

67. In the exercise of any delegated powers a committee of directors must conform to any rules imposed on it by the board and must report every act or thing done in exercise of those powers to the earliest meeting of the board held after the act or thing has been done.

68. The board must appoint the chairperson of each committee it establishes. If at a meeting of the committee the chairperson of the committee is not present within 10 minutes after the time appointed for holding the meeting, the members of the committee must choose one of the members to be the chairperson of the meeting.

69. Subject to any terms of reference or rules set by the board, the members of a committee may conduct their business, meet and adjourn as they think proper.

70. The chairperson is an ex officio member of all committees established by or under these Bylaws.

71. A representative, if any, named by the Workers' Compensation Board must be given notice of all meetings of the board and is entitled to attend, but not vote at, these meetings.

72. The executive director must be given notice of, and attend, all meetings of the board unless, by resolution of the board, the executive director is excused from attendance or is requested to leave all or part of the meeting.

73. No person, other than those authorized in these Bylaws, is entitled to attend a meeting of the board unless, by resolution of the board, the person is invited to attend the meeting.

PART 7 – DUTIES OF OFFICERS

74. The chairperson presides at all meetings of BCCSA and of the board.

75. The vice chairperson must carry out the duties of the chairperson during the chairperson's absence.
76. The secretary is responsible for ensuring that
- (a) required notices of meetings of BCCSA and the board are given,
 - (b) minutes are made of all meetings of BCCSA and the board,
 - (c) all records and documents of BCCSA, except those required to be kept by the treasurer, are kept and maintained as necessary to comply with the *Society Act*, and
 - (d) the register of members is maintained.
77. At a meeting the secretary or, in the absence of the secretary, the board may appoint a person to record the minutes of the meeting.
78. The treasurer is responsible for
- (a) ensuring that all financial records, including books of account, are kept and maintained as necessary to comply with the *Society Act*,
 - (b) after review by the Audit Committee, ensuring that the audited annual financial statements are presented to the board for approval and for presentation to the members, and
 - (c) after review by the Audit Committee, ensuring that the plan for and conduct of the annual audit has been presented to the board for approval.
79. An executive director must be employed by the board. Subject to general policies set by the board and the annual budget approved by the board, the executive director has the authority and responsibility
- (a) to manage the conduct of the day to day business operations of BCCSA,
 - (b) to hire, direct and supervise BCCSA employees,
 - (c) to retain and monitor the services provided by any contractors or consultants of BCCSA, and
 - (d) to carry out the duties and perform the functions of the executive director as set out in the contract of employment between the BCCSA and the executive director.

The executive director must report to the board.

80. The board is responsible for overseeing the work of the executive director and for setting any general policies for the conduct of the operations and for management of BCCSA.

81. The board may add additional duties to any officer so long as they are not inconsistent with the officer's responsibilities under these Bylaws.

82. The chairperson is the public spokesperson of BCCSA and, on the instructions of the board, the executive director may also act as public spokesperson for BCCSA.

PART 8 – INDEMNITY AND PROTECTION OF DIRECTORS AND OFFICERS

83. Subject to the provisions of the *Society Act*, the board must take all reasonable steps to cause BCCSA to indemnify a current or former officer or director of BCCSA and their respective heirs and personal representatives against all costs, charges and expenses whatsoever incurred by all of any one of them by reason of that person being or having been a current or former officer or director of BCCSA or arising of the functions assigned to them by the *Society Act* or under these Bylaws. In this Bylaw, officer does not include the executive director.

84. The determination of any action, suit or proceeding by judgment, order, settlement, conviction or otherwise, will not of itself, create a presumption that the person concerned did not act honestly and in good faith and in the best interests of BCCSA and did not exercise the care, diligence, and skill of a reasonably prudent person, and with respect to any criminal or administrative action or proceeding, did not have reasonable grounds to believe that this conduct was lawful.

85. The board must cause BCCSA to purchase and maintain insurance for the benefit of any person who is serving or has served as a director or officer of BCCSA and his or her heirs or personal representatives against liability incurred by that person while acting as director or officer or performing the functions assigned to them under the *Society Act* or these Bylaws. Acting reasonably and in good faith the board may determine the type and amount of insurance coverage required for purposes of this Bylaw.

PART 9 – SEAL

86. The board may provide a seal for BCCSA, may destroy a seal and may substitute a new seal in its place.

87. The executive director must keep custody of a seal authorized by the board.

88. The common seal must be affixed only when authorized by a resolution of the board and then only in the presence of the persons specified in the resolution or, if no persons are specified, in the presence of the chairperson and the executive director.

PART 10 – FISCAL YEAR

89. The fiscal year of BCCSA will be from January 1 to December 31.

PART 11 – AUDITOR

90. At each annual general meeting BCCSA must appoint an independent auditor to hold office until a successor is appointed at the next annual general meeting.

91. By ordinary resolution, the members may remove the auditor. By ordinary resolution, the members must replace any auditor that they have removed.

92. The auditor must be promptly informed in writing of his or her appointment or removal.

93. The auditor must be given notice of and may attend general meetings.

PART 12 - INSPECTION OF BOOKS

94. The financial accounts and records of BCCSA may be inspected by the members or their duly authorized representatives at any time and place as may be fixed from time to time by the board.

PART 13 – NOTICES TO MEMBERS

95. A notice may be given to a member personally, by email sent to the member's email address as shown on the register of members, by facsimile transmission to the member's fax number as shown on the register of members or by mail sent to its street address shown on the register of members.

96. A notice sent by

(a) email or fax is considered to have been properly given on the date it was sent, and

(b) regular mail is considered to have been properly given on the third day following the date of posting and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

97. Notice of a general meeting must be given to

(a) every member shown on the register of members on the day notice is given,

(b) every director,

(c) the auditor of BCCSA, and

(d) a named representative of the Workers' Compensation Board referred to in Bylaw 71.

98. No other person is entitled to receive notice of a general meeting.

PART 15 – BYLAWS

99. These Bylaws must not be altered or added to except by special resolution.

- END OF BYLAWS -