



Canadian  
Construction  
Association

# By-Laws

Approved by the Board of Directors  
March 2016

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## STATUS OF THE CANADIAN CONSTRUCTION ASSOCIATION

The Canadian Construction Association is a not-for-profit corporation incorporated under Dominion Charter granted September 16, 1919.

## THE CONSTITUTION OF THE CANADIAN CONSTRUCTION ASSOCIATION

### Name

This organization shall be known as the “Canadian Construction Association”, hereafter referred to as the “Association”. The French appellation of the Association shall be “Association canadienne de la construction”.

### Vision Statement

Build Canada with ethics, skills and responsibility.

### Mission Statement

To be the recognized voice of the construction industry in Canada on all matters of national and international concern.

### Purpose

The objects of the Association shall be:

- to represent the national interest of the Canadian construction industry to the Federal Government;
- to develop and promote approved standard tendering and contractual practices and procedures
- to promote harmonious working relationships among its members for the benefit of the industry;
- to work in partnership with integrated and affiliated associations in the delivery of products and services;
- to enhance the profile and image of the construction industry;
- to provide a range of services satisfying the needs and expectations of its members; and
- to advance the positions of the construction industry while mindful of the best interests of the public

## ARTICLE 1 – MEMBERSHIP

Membership in the Association shall be divided into the following categories and the Board of Directors shall determine the category into which each member shall belong:

### Section 1. Categories

a. INTEGRATED MEMBER

A firm that is identified on the list provided to CCA by a fee-paying Integrated Association and for which CCA receives the applicable fee.

b. CORPORATE MEMBER

Any individual, firm or corporation operating in any segment of the construction industry in Canada that seeks to support CCA directly and whose membership rate is over and above the Integrated Membership fee.

c. HONOURARY LIFE MEMBER

A person who is granted Honourary Life Membership in the Association as an expression of appreciation for distinguished service to the Association.



## Section 2. Application for Membership

- a. Applications for **Corporate Membership** shall be subject to approval by the Executive Committee under such regulations as the Board of Directors may adopt.
- b. Upon the recommendation by the Board of Directors, the Association, in General Meeting, may confer an **Honorary Life Membership** upon any individual who is deserving of this recognition.

## ARTICLE 2 – ASSOCIATION PARTNERS

### Section 1. Categories

#### a. INTEGRATED ASSOCIATIONS

An Integrated Association is either a provincial or regional association whose membership consists of Integrated Members of CCA for which CCA receives the applicable membership fees. Where such fees are remitted by the provincial associations, the regional associations are integrated to CCA through their affiliation with the provincial associations.

#### b. AFFILIATED ASSOCIATION

Any local, provincial or national employer construction association employed in or interested in the construction industry in Canada may itself become an Affiliated Association. There shall be no individual rights of membership granted to members of the affiliated associations. Such partnership may be permitted by the Board of Directors only where it deems the integrated category of partnership to be inappropriate for the applicant association. Under special circumstances, foreign construction associations may be admitted as Affiliated Association Partners.

### Section 2. Partnership Agreements

Partnership agreements for the categories of Integrated or Affiliated Association Partners shall be subject to the approval of the Association's Board of Directors under such regulations as it may adopt.

## ARTICLE 3 – TERMINATION OF MEMBERSHIP/PARTNERSHIP

- a. Any **Corporate Member** may withdraw from the Association by submitting a written notice of resignation.
- b. Any **Affiliated Association** may annul its partnership with the Association by submitting a written notice of resignation.
- c. An annulment of partnership from an **Integrated Association** becomes effective at the end of the calendar year following the date when the written notice of resignation was submitted. All fees shall continue to be due and payable until the effective date of resignation.
- d. Members shall conform to the policies of the Association failing which they may be liable to lose their rights and privileges at the discretion of the Board of Directors.
- e. Any membership/**partnership** may be terminated by the Board of Directors for cause, or conduct, or behaviour deemed to be inimical to the interests of the Association.



## ARTICLE 4 – FEES

### Section 1. Amount and Due Date

- a. Fees shall be fixed by the Board of Directors and shall become payable on the first day of January or as otherwise determined by the Board of Directors.
- b. Fee increase notices shall be sent to Corporate Members on or before the first day of December, and to Integrated and Affiliated Association Partners on or before the first day of October in each year. Members/Partners shall have until the 31st day of January following to object in writing to such fee notice. If the Association receives no such written notice by the 31st day of January, the Corporate Members/Association Partners shall be deemed to have accepted the fee as billed and it shall become due and collectable.

### Section 2. Payment of Fees

- a. Corporate Members and Affiliated Associations shall each pay their fees directly to CCA in accordance to the schedule determined by the CCA Board of Directors
- b. CCA shall invoice, on a quarterly basis, the provincial Integrated Associations for the fees collected from the integrated members. Where there are no provincial integrated associations, CCA shall invoice the local integrated associations for fees collected from integrated members.
- c. Notwithstanding Sections 2.b above, the Board of Directors reserves the right to establish special remittance arrangements for integrated member fees, should such a need arise.

### Section 3. Arrears

If any member/association partner fails to pay its fee within sixty (60) days after same has become due, such member/association partner shall be suspended from all CCA privileges. The Board of Directors may, for cause deemed by it sufficient, extend the time for payment and for the application of these penalties, and may reinstate such membership/partnership upon payment of all arrears.

No member/association partner who is in arrears shall be entitled to vote.

## ARTICLE 5 – SIMPLE MAJORITY VOTE

50% + one vote cast shall constitute a majority vote.

## ARTICLE 6 – GENERAL MEETINGS

### Section 1. Annual General Meetings

The fiscal year of the Association shall commence on the first day of January of each year and the Annual General Meeting shall be held within twelve (12) weeks succeeding said date, or as otherwise determined by the Board of Directors. It shall be convened in such place as may be decided upon by the Board of Directors, to receive reports of Officers and Committees, to elect the Officers and Directors for the ensuing year, and for all other general or special purposes relating to the management of the Association's affairs. Notice of such Annual General Meeting shall be mailed to each member at least twenty-one (21) days prior to the date of meeting.



## Section 2. Business

The agenda for all Annual General Meetings shall include:

1. Board Chair's Report
2. President's Report
3. Treasurer's Report
4. Amendments to By-Laws
5. Election of Officers and Directors
6. Appointment of Auditor
7. Other Business

## Section 3. Special General Meetings

- a. Special General Meetings of the Association shall be held upon request of the majority of the members of the Board of Directors or of twenty-five (25) percent of the members of the Association.
- b. Notice of all Special General Meetings shall be sent by the Honourary Secretary of the Association to each member at least twenty-one (21) days prior to the date of the meeting - such notice to state the object of the meeting and the subjects to be considered, and no other subject shall be considered at such special meetings unless by the unanimous consent of all the members present thereat.

## Section 4. Voting Power

At any annual or special general meeting, each member and each Association Partner shall have one vote which can only be exercised by the authorized representative personally attending the Meeting. Under no circumstances shall one individual person present at a meeting be permitted to cast more than one vote and no votes may be cast by proxy.

## Section 5. Quorum

At all General Meetings of the Association, a quorum shall consist of at least fifty (50) voting members.

# ARTICLE 7 – BOARD OF DIRECTORS

## Section 1. Composition

The affairs of the Association shall be governed by a Board of Directors elected annually, which shall consist of not less than twenty-four (24) members, nor more than ninety (90) members, who shall be broadly representative of the construction industry. The Board shall consist of:

- a. The Elective Officers of the Association as provided for in Article 9.1;
- b. The President;
- c. The Provincial and Regional Vice-Chairs;
- d. The Chairs of each Council;
- e. The Chairs of standing committees; and
- f. Elected members-at-large in such numbers as may be deemed appropriate.

Vacancies in the Board of Directors that occur between Annual General Meetings may be filled by the Board.



## Section 2. Eligibility

To be eligible to be a member of the Board of Directors a person must be an employee, officer or owner of an integrated or corporate member unless the person is the current Chair of a CCA Special Committee.

## Section 3. Removal

1. Subject to Section 3(2), Board members are no longer eligible to hold office on the Board if the firm they represent:
  - a. ceases to exist; or
  - b. ceases to be active in the construction industry; or
  - c. ceases to be a member of good standing with the Association.
2. The Board of Directors is empowered to make exceptions to Section 3.1 above in extenuating circumstances.
3. A Director of the Association may be removed from office for cause by a two-thirds (2/3) majority vote of the Board of Directors.

## Section 4. Powers

The Board shall actively promote the objects of the Association; shall have the supervision of the affairs of the Association and shall approve the Annual Budget.

## Section 5. Meetings

- a. The Board of Directors shall meet as soon as practical after the Annual General Meeting. It shall further meet regularly at such times and places as it may designate, and may meet at any other time at the call of its Chair.
- b. Notice of all such meetings of the Board of Directors shall be sent by mail, facsimile or e-mail so as to reach each member at least one week in advance of such meetings.

## Section 6. Quorum

Fifteen (15) members of the Board shall constitute a quorum, provided one of the fifteen (15) attending is the Board Chair, the Immediate Past Chair or the First National Vice-Chair.

## Section 7. Remuneration

Directors shall not be paid any fee or remuneration for attendance at meetings of the Board of Directors.

## Section 8. Indemnification

Each Director of the Association and the Director's heirs, executors, administrators, and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Association from and against any liability and all costs, charges and expenses that the Director sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against the Director for or in respect of anything done or permitted by the Director in respect of the execution of the duties of a Director except such costs, charges and expenses as are occasioned by the Directors' own fault.



## ARTICLE 8 – NOMINATING COMMITTEE

- a. The Nominating Committee consists of the Elective Officers of the Association. The Committee shall proceed to nominate the candidates for the Board of Directors. The Nominating Committee shall submit its report at the Board of Directors meeting which immediately precedes the Annual General Meeting.
- b. Independent nominations to the Board may also be made by fifty (50) voting members in a signed statement submitted to the Honourary Secretary at least thirty (30) days prior to the Board of Directors meeting which immediately precedes the Annual General Meeting.
- c. If the nominations submitted by the Nominating Committee and the independent nominations exceed the number of vacancies, a letter ballot shall be conducted by the Honourary Secretary and the results announced at the Annual General Meeting. The majority of votes cast shall elect. If the total nominations do not exceed the total vacancies, the Honourary Secretary shall be instructed to cast a single ballot at the Annual General Meeting.

## ARTICLE 9 – EXECUTIVE COMMITTEE

### Section 1. Composition

The Executive Committee shall consist of the five (5) Elective Officers (Art. 9.1). The Board Chair may appoint up to ten (10) additional Directors for a maximum of fifteen (15) members.

### Section 2. Powers

The Executive Committee shall conduct the affairs of the Association subject to the approval of the Board of Directors. It shall prepare the Annual Budget for submission to the Board.

### Section 3. Quorum

Six (6) members of the Executive Committee shall constitute a quorum provided one of the six (6) attending is the Chair, the Immediate Past Chair or the First National Vice-Chair.

## ARTICLE 10 – ELECTIVE OFFICERS

### Section 1. Elective Officers

- a. There shall be up to five (5) Elective Officers who shall have had service as a Director of the Association. They shall be:
  - Board Chair
  - Immediate Past Chair
  - First National Vice-Chair
  - Second National Vice-Chair
  - Third National Vice-Chair
- b. The Elective Officers shall be elected annually and shall serve without remuneration until their successors are elected and installed at the ensuing Annual General Meeting. They shall not hold the same office for more than three (3) years. To be eligible for election the Chair shall have had service of at least a year as an Elective Officer.





- c. Any Elective Officer of the Association may be removed from office for cause by two-thirds (2/3) majority vote of the Board of Directors. Where an Elective Officer position becomes vacant for any reason, the Nominating Committee shall nominate a suitable replacement for appointment by the Board of Directors.
- d. The Elective Officers shall establish the terms and conditions of employment of the President and shall determine their remuneration. The Elective Officers shall also review staff salaries as recommended by the President.

## **ARTICLE 11 – APPOINTED OFFICERS**

### **Section 1. President**

The Elective Officers shall appoint the President to hold office for such period and on such terms as may be agreed upon.

### **Section 2. Other Appointed Officers**

The Elective Officers may, upon recommendation of the President, appoint such other appointed officers as may be deemed necessary.

## **ARTICLE 12 – DUTIES OF OFFICERS**

### **Section 1. Board Chair**

The Chair shall be elected annually. The Chair shall preside at all meetings of the Association, the Board and Executive Committee. The Chair shall be a non-voting ex-officio member of all standing and special committees, councils and task groups and shall have general supervision of the affairs of the Association and perform the normal duties of the office of Chair. In the event that the Chair is unable to complete the term of office, the vacancy will be assumed by the First National Vice-Chair.

### **Section 2. Immediate Past Chair**

The Immediate Past Chair shall have served as Board Chair for a full term. The Immediate Past Chair shall assist the Chair and the other Elective Officers in the execution of their duties. In the event of permanent disability of the Immediate Past Chair, the Nominating Committee shall nominate a suitable replacement for appointment by the Board of Directors.

### **Section 3. National Vice-Chairs**

The First, Second and Third National Vice-Chairs shall be members of the Board and Executive Committee and will perform such duties as the Chair may assign. In the event of permanent disability of a National Vice-Chair, the Nominating Committee shall nominate a suitable replacement for appointment by the Board of Directors.

### **Section 4. Honourary Secretary**

The Honourary Secretary shall assist the Chair and the President in the execution of their duties. In the event of permanent disability of the Honourary Secretary, the Nominating Committee shall nominate a suitable replacement for appointment by the Board of Directors.

### **Section 5. Treasurer**

The Treasurer shall supervise the receipt and disbursement of the funds of the Association to ensure that finances are in accordance with the estimates and budget approved by the Board of Directors. The Treasurer



shall be prepared to account for all transactions of the office and shall report periodically to the Board with a full audited report to the Association at the Annual General Meeting.

### **Section 6. President**

The President is the Chief Executive Officer of the Association, a full member of the Board of Directors and of the Executive Committee, and a non-voting ex-official member of all standing and special committees, councils and task groups. The President is responsible for the overall promotion of the objects of the Association.

The President shall maintain liaison with the Federal Government and its officials. In conjunction with the Chair, the President shall act as principal spokesperson for the Association. The President shall perform such duties as directed by the Board.

## **ARTICLE 13 – PROVINCIAL & REGIONAL VICE-CHAIRS**

### **Section 1. Provincial Vice-Chairs**

Each province may be represented by two (2) Provincial Vice-Chairs who shall be members of the Board of Directors.

### **Section 2. Regional Vice-Chairs**

Nunavut, the Northwest Territories and the Yukon may each be represented by one Regional Vice-Chair who shall be a member of the Board of Directors.

## **ARTICLE 14 – COUNCILS**

### **Section 1. Association Councils**

To facilitate the objects of the Association, the membership may be represented by sectoral Councils as follows:

- a. Civil Infrastructure
- b. General Contractors
- c. Manufacturers, Suppliers & Services
- d. Trade Contractors
- e. Such additional Council or Councils as the Board of Directors may deem appropriate.

### **Section 2. Voting at Council Meetings**

Voting at Council meetings will be by simple majority of votes cast by members of the respective Councils. Only members of the Council shall be entitled to vote.

### **Section 3. Council Chairs**

Council Chairs shall be elected by their respective Councils. The names of the newly elected Chairs shall be incorporated in the report of the Association's Nominating Committee at the Annual General Meeting.

## **ARTICLE 15 – BOARD, STANDING, AND SPECIAL COMMITTEES**

### **Section 1. Board Committees**

The Board of Directors may establish such committees as it deems necessary from time to time. The membership of such committees shall primarily be drawn from the Board of Directors.



## Section 2. Standing Committees

The following Standing Committees shall be appointed by the Board of Directors:

- Business and Market Development
- Gold Seal
- Innovation and Technology
- Industry Advocacy and Regulatory Affairs
- Standard Practices

They shall receive instructions from and report to the Board of Directors and shall be as representative as possible.

## Section 3. Special Committees

Special Committees may be appointed by the Board of Directors to deal with such subjects as may from time to time be deemed necessary.

## Section 4. Committee Chairs

The Chair, in consultation with the Executive Committee, shall nominate the Chairs of all Standing and Special Committees.

## Section 5. Committee Voting

Voting will be by simple majority of votes cast by Committee members present at the meeting. Only members of the Committee shall be entitled to vote.

## ARTICLE 16 – SIGNING AUTHORITY

- a. Payment shall be made by cheque signed by two (2) of the following:
  - The President, the Chief Operating Officer or one of the Elective Officers, and
  - One of the full-time employees of the Association as the Chief Operating Officer may designate from time to time.
- b. Contracts, agreements and other official documents of the Association shall be issued under the signature of the Chair or the President.

## ARTICLE 17 – BONDED PERSONNEL

All officers or employees handling money on account of the Association shall be bonded in such amounts as may be determined by the Executive Committee. The expense of furnishing such bonds shall be paid by the Association.

## ARTICLE 18 – AUDIT

An auditor shall be appointed every year by the members at the Annual General Meeting, whose duty it shall be to audit the books, vouchers and accounts of the Association, to certify to the correctness of the balance sheet, to examine and verify the securities and other assets in the custody of the Association, and to certify to the reasonableness of the valuation at which the Association's assets are carried.



**ARTICLE 19 – SEAL**

Documents issued by the Association shall be certified with the Seal of the Corporation, which shall consist of an embossed die in circular form containing the name of the Association in the outer circle, with the date of incorporation in the centre. The President shall have custody of the Seal of the Association.

**ARTICLE 20 – AMENDMENTS**

The By-Laws of the Association may be repealed or amended by By-Law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by majority resolution of the members at the meeting duly called for the purpose of considering the said By-Law, provided that the enactment, repeal or amendment of such By-Law shall not be enforced or acted upon until the approval of the responsible Minister of the Crown has been obtained.

