

***CONSTRUCTION ASSOCIATION
OF NEW BRUNSWICK
SAINT JOHN REGION***

**BY-LAWS
(Revised FEBRUARY 2016)**



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CONSTRUCTION ASSOCIATION OF NEW BRUNSWICK – SAINT JOHN REGION
CONSTITUTION AND BY-LAWS

SECTION 1: **MISSION STATEMENT**

Fostering industry growth and development by providing key industry information and networking opportunities, training to industry standards, active community involvement and government advocacy as one strong, unified voice.

SECTION 2: **VISION**

To grow our membership in size and engagement, with enhanced constructive collaboration so to improve the level of professionalism, ethical culture and safety.

SECTION 3: **CORE VALUES**

- 3.1 **Corporate Culture:** CANB-SJ’s culture is open and accessible. We provide a transparency to our members to allow for honest communication and trust. The culture of our membership is that of teamwork and cooperation, working together for the common good and sustainable growth of the local construction industry.
- 3.2 **Social Beliefs:** CANB-SJ represents the interests of its members and the construction sector, believing that the industry should be a positive force in the community and continue to operate in a responsible and honorable and trustworthy manner.
- 3.3 **Safety Culture:** CANB-SJ encourages its members to view and prioritize safety as a core value. We believe that safety should not be restricted to the work place, it should be a mindset reflected in the attitudes, beliefs, perceptions and values in every aspect of life.

SECTION 4: **NAME**

The Corporation shall be known as Construction Association of New Brunswick – Saint John Region, hereinafter referred to as CANB-SJ.

SECTION 5: **PLACE & FISCAL YEAR**

- 5.1 The Head Office of CANB-SJ shall be in the City of Saint John, N.B., at such location as may be determined from time to time by the Directors.
- 5.2 The fiscal year for the operation of CANB-SJ’s business shall be the calendar year.

SECTION 6: **MEMBERSHIP**

- 6.1 Subject to the approval of the Board of Directors, membership in CANB-SJ shall be open to any person, firm or corporation that may come within the scope of one of more of the following

sections:

- | | |
|--------------------------------|------------------------------------|
| 1) General Contractors | 2) Trade Contractors |
| 3) Manufacturers and Suppliers | 4) Professional Services Providers |
| 5) Associates | |

General Contractors: Shall include any person, firm or corporation who take contracts involving the letting of sub-contracts to trade contractors.

Trade Contractors: Shall include any person, firm or corporation trade contractors or sub-contractors who confine their activities to one trade without sub-letting the same. If deemed advisable, the separate trade composing this section may be divided into and may attain their own individual divisions for the purpose of more effectually dealing with the problems peculiar to their own particular trade.

Manufacturers and Suppliers: Shall include any person, firm or corporation having contact with the construction industry not coming within the scope of General Contractors or Trade Contractors and may be divided into two (2) divisions as follows:

- (a) Manufacturers.
- (b) Material and Supply Companies or individuals.

Professional Service Provider: Shall include any person, firm or corporation having contact with the construction industry not coming within the scope of General Contractors or Trade Contractors and provide outside services to the industry. This classification would include companies such as architects, engineers and surveyors.

Associates: All other persons, firms or corporations having direct or indirect contact with the construction industry and not falling within the scope of General or Trade Contractors, Suppliers, Manufacturers or Professional Service Provider. This would include independent service contractors, bonding companies, insurance companies, trade journals, credit information and the like.

- 6.2 **Full Member:** A full member shall be any person, firm or corporation classified as General Contractor, Trade Contractor, Professional Service Provider, Manufacturer or Supplier, as described in section 6.1, who has paid annual dues in such amount as determined in Section 22 and whose application has been approved by the Board of Directors.

Full members shall have the right to hold office, vote at any meeting of the CANB-SJ, and have full access to the on-line tendering database. A full member shall also hold title as a member of the Construction Association of New Brunswick – Saint John Region and Construction Association of New Brunswick, as well as an affiliated member of the Canadian Construction Association.

- 6.3 **Associate Member:** An associate member shall be any person, firm or corporation classified as an Associate as described in section 6.1, who has paid annual dues in such amount as determined in Section 22 and whose application has been approved by the Board of Directors.

Associate members shall not have the right to hold office nor shall they have the right to vote at any meeting of CANB-SJ. Associate members will not have access to the on-line tendering database, and as associate members will only hold membership with the Construction Association of New Brunswick – Saint John Region.

- 6.4 **Life Membership:** Life Membership shall be reserved to those individuals who may, from time to time, be recommended for such classification by the Board of Directors and passed by a general meeting of CANB-SJ. They shall be persons who in the considered opinion of the Board of Directors are entitled to such classification by reason of long or outstanding service to CANB-SJ or the Construction Industry.

Life Members shall be eligible to hold office and to vote at any meeting of CANB-SJ.

- 6.5 **Application for Membership:** Application for membership shall be made in the following manner:

(a) In writing upon the form adopted and provided by CANB-SJ, to be signed by the applicant and accompanied by the amount of the annual dues in force at the time of the application.

(b) The approval of not less than fifty (50) percent of the Board of Directors shall be necessary for the acceptance of the application.

- 6.6 **Certificate of Membership:** Every duly accepted member, upon payment of the prescribed fees, shall receive a certificate of membership for the current year signed by the President and General Manager and sealed with the Seal of CANB-SJ. Neither the certificate nor membership in CANB-SJ shall be transferable. The certificate shall be displayed prominently at the place of business.

- 6.7 **Obligations of Membership:** All members of CANB-SJ shall be subject to the by-laws and abide by such rules and regulations as may, from time to time, be established either by CANB-SJ or the section to which they may belong.

SECTION 7: OFFICERS

- 7.1 The Officers of CANB-SJ shall consist of a President; 1st Vice President; 2nd Vice President, Secretary / Treasurer and Past President.
- 7.2 The President and Vice Presidents shall be elected at the annual meeting and shall serve in their respective offices for not more than two (2) consecutive years
- 7.3 The Secretary / Treasurer shall be chosen by the Board of Directors from the membership of CANB-SJ immediately following the Annual Meeting and shall become a member of the Board.

SECTION 8: BOARD OF DIRECTORS

- 8.1 The business of CANB-SJ shall be conducted and managed by a Board of fifteen (15), constituted as follows: Officers: President; 1st Vice President; 2nd Vice President, Secretary / Treasurer and

Past President and ten (10) directors elected at the annual meeting.

- 8.2 Directors shall be elected from among the full members of CANB-SJ and must hold position as an executive officer of the member company. An executive officer shall mean a corporate officer or manager; a person holding an important position in an executive capacity with discretionary authority; or a person acting as the local agent or branch representative of a member corporation.
- 8.3 The directors representing the sections shall serve for the term of one (1) year from the date of their election or until their successors shall be appointed respectively and shall conduct the affairs of the next annual meeting following their election. The Officers shall serve a term of (2) two years from the date of their election.
- 8.4 The officers/directors shall serve without remuneration but they may be reimbursed for their traveling or other expenses incurred on the business of CANB-SJ.
- 8.5 The office of a director shall be vacated if:
- (a) he/she becomes bankrupt or suspends payments or compounds with his/her creditors or makes an assignment for the benefit of his/her creditors;
 - (b) he/she ceases to be a member of CANB-SJ;
 - (c) by notice in writing to CANB-SJ he/she resigns his office.
- 8.6 In the event of the death of a director, or the inability, or incapacity to act from any cause whatever, or in the case of other casual vacancies in the Board of Directors, the same may be filled for the unexpired term by the other members of the Board (at a meeting of the Board where a quorum is present) from among the active members of CANB-SJ.
- 8.7 Any Director missing more than three (3) consecutive meetings, without good cause, may be replaced by the Board of Directors. The same may be filled for the unexpired term by the other members of the Board (at a meeting of the Board where a quorum is present) from among the active members of the CANB-SJ.
- 8.8 Construction Association of New Brunswick – Saint John Region. Shall indemnify and save harmless all Directors, Executive Directors, Officers, General Manager, Secretary / Treasurer and agents of CANB-SJ, their respective heirs, executors or administrators and assigns from and against all loss, damages, members expenses and liabilities which may at any time be suffered or incurred by them for any reason of their carrying out duties or obligations on behalf of CANB-SJ save and except those losses, damages, expenses and liabilities which are incurred as a result of an act of fraud or gross negligence by any of the above named. This shall be accomplished through the purchase of the appropriate liability insurance.

SECTION 9: SECTIONS

The Generals, Sub-contractors and Suppliers shall each have a minimum of three (3) representatives on the Board of Directors.

SECTION 10: DUTIES OF OFFICERS

- 10.1 **President:** The President shall assume general supervision of CANB-SJ and its officers. He/she shall preside and preserve order at all meetings of CANB-SJ and of the Board of Directors. He/she shall sign all documents requiring the signature of the President, and perform all other duties that are usual for such an officer. He/she shall be a member ex officio of all committees regular or special.
- 10.2 **Vice Presidents:** In the absence of the President, one of the Vice-Presidents shall perform such duties as the President would otherwise perform.
- 10.3 **Secretary / Treasurer:** The Secretary / Treasurer shall be custodian of all monies of CANB-SJ. He/she shall carefully account for all transactions of his/her office and shall make full report of the same to the Annual Meeting and also at the regular monthly meetings of the Board or at any time upon demand.

SECTION 11: DUTIES OF GENERAL MANAGER

- 11.1 The General Manager CANB-SJ shall be required to spend his/her time and efforts in organizing and promoting the business of CANB-SJ.
- 11.2 He/she shall be held accountable for all monies received and deposited to the credit of CANB-SJ at the Bank.
- 11.3 He/she shall keep complete and accurate records and minutes of all proceedings which take place at meetings of CANB-SJ as well as meeting of the Board of Directors.
- 11.4 He/she shall keep books, papers and records of CANB-SJ.
- 11.5 He/she shall employ all clerical help subject to the approval of the Board of Directors
- 11.6 If qualified, he/she shall be prepared to administer oaths or affidavits of members, when required, in the presentation of tenders or other such documents pertaining to the proper performance of their business.
- 11.7 Any two (2) of the President, 1st Vice President, General Manager and Secretary / Treasurer shall be authorized to sign cheques and attend to all banking arrangements.

SECTION 12: ELECTION OF DIRECTORS

- 12.1 The President shall at least thirty (30) days prior to the date of each Annual Meeting appoint a nominating committee of a least two (2) members, who may, but need not, be Officers or Directors of CANB-SJ. The President shall be a member of the committee making a total of a least three (3).
- 12.2 The nominating committee shall prepare a list of the nominees for Directors for submission to the

Directors not later than fifteen (15) days prior to the date of the Annual Meeting.

- 12.3 At the Annual Meeting, the nominees for Directors, as named by the nominating Committee and as approved or amended by the Directors, shall be nominated for election and any other nominations shall be put forward at the Annual Meeting.

SECTION 13: POWERS OF THE BOARD

- 13.1 The Board of Directors shall have power to employ or discharge and fix the compensation of all persons appointed to perform any duty for them, as recommended by the Human Resource Committee.
- 13.2 They shall have power to pass and approve payment of all accounts.
- 13.3 Subject to confirmation by a general meeting of members they shall have the power to determine the annual fees of CANB-SJ.
- 13.4 The Board shall have power to borrow money on credit of CANB-SJ in such amounts and upon such terms as may be deemed necessary. They may hypothecate, mortgage, charge or pledge any or all of the real or personal property including book debts and unpaid calls, rights, powers, undertakings, or franchise of CANB-SJ, to secure any such bonds, debentures, stocks or other securities or any liability of CANB-SJ.
- 13.5 The Board of Directors shall have power to enact by-laws not otherwise contrary to law, to repeal, amend or vary any by-laws of CANB-SJ provided, however, that no such by-law shall be varied or acted upon until sanctioned by a majority of the members of CANB-SJ present at a general meeting of CANB-SJ called for this purpose.

SECTION 14: MEETINGS

- 14.1 Monthly luncheon or dinner meetings of CANB-SJ may be held at the discretion of the Board of Directors, at which time the affairs of CANB-SJ may be discussed for the benefit of its members.
- 14.2 The Annual Meeting of CANB-SJ shall be held prior to the first day of March of each year at a time and place to be decided upon by the Board of Directors. Five (5) clear days notice shall be given of the same in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by CANB-SJ Board of Directors in general meetings. The non receipt of such notice by any member shall not invalidate the proceedings at any general meeting. The election of officers shall take place at the Annual Meeting.
- 14.3 The President may, and upon requisition made in writing by any ten (10) or more member stating in the requisition the nature of the business to be brought before the meeting convene a special general meeting of the members upon five (5) clear days notice to be given as hereinafter provided, but only the business mentioned in the notice calling the meeting shall be considered.
- 14.4 The President may at any time call a Special Meeting if an issue arises and a regular meeting is not

scheduled in the time frame necessary to deal with the issue.

SECTION 15: QUORUM

- 15.1 Six (6) members of the Board of Directors present at a meeting thereof shall constitute a quorum of the said Board.
- 15.2 Twelve (12) members present at any general meeting of CANB-SJ shall constitute a quorum.

SECTION 16: BONDS

The Secretary / Treasurer shall be bonded in such sum as the Board of Directors may from time to time direct.

SECTION 17: AMENDMENTS

- 17.1 The by-laws of CANB-SJ may be amended by majority of the members of CANB-SJ present at any annual general meeting or special general meeting called for that purpose. Notice of every proposed Amendment shall be given in writing to the General Manager at least one month prior to the date of the meeting. Amendments to amendment may be discussed and voted on at the same meeting.
- 17.2 The association may, by By-law, increase the number of its Directors or may decrease the number to not less than three (3); but no by-law for either of said purposes shall be valid or acted upon unless approved by a vote of at least two thirds (2/3) of the votes cast at an annual meeting or at a special general meeting of the shareholders duly called for considering the by-law.

SECTION 18: BOOKS, REPORTS AND FINANCIAL STATEMENTS

- 18.1 A proper set of books and minutes of meetings shall be maintained by the General Manager. The books shall be audited once yearly, one month prior to the Annual General Meeting of the Construction Association of New Brunswick – Saint John Region. The audit shall be done by a recognized firm of auditors appointed on a yearly basis. The choice of the auditors shall be at the discretion of the President, subject to the approval of the members.
- 18.2 The President shall prepare a report each and every year which shall include a financial statement.

SECTION 19: NOTICES

All notices of meeting required to be given to the by-laws of CANB-SJ shall be sufficiently given if sent by email addressed to the primary member contact, at his / her address on record in the books CANB-SJ.

SECTION 20: VOTES

- 20.1 Every full member shall have a vote at general meetings.

- 20.2 At every general meeting of CANB-SJ a resolution put to the vote of the meeting shall be decided by a show of hands by a majority of the members present entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded. Unless a poll be demanded, a declaration by the Chair that a resolution has been carried or has been carried by a particular majority, or has been lost, shall be conclusive and an entry to that effect in the book of proceedings of CANB-SJ shall be sufficient evidence thereof without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20.3 If a poll be demanded in the manner aforesaid, it shall be taken at such time and place and in such a manner as the Chair shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 20.4 In the case of an equality of votes, either on a show of hands or at a poll, the Chair of the meeting, at which the show of hands takes place or at which the poll is demanded, as the case may be, shall be entitled to cast a vote in addition to any vote which he may have as a member or as a proxy for a member.

SECTION 21: PROXY

Votes at special or general meetings of members may be given either personally or by proxy and the instrument appointing a proxy shall be in writing under the hand of the appointee, or if such appointee is a corporation, under its corporate seal, and shall be attested by at least one (1) witness, and no person shall be appointed a proxy who is not a member of CANB-SJ.

SECTION 22: COMMITTEES

- 22.1 The President, following his election, may appoint the following standing committees; Membership, Bid Depository, Entertainment and other standing committees as approved by the Board of Directors.
- 22.2 Membership will be a function of the board. When necessary there will be a membership Committee to be composed of not less than three (3) members, one (1) to be selected from each Section shall consider and act on all applications for membership in CANB-SJ and forward same to the Board of Directors.
- 22.3 It shall be the special duty of the Board of Directors or Membership Committee to carefully examine into the character and ability of applicants together with their financial ability and integrity.
- 22.4 It shall be the responsibility of the Board, General Manager and Membership committee to seek to obtain new members for CANB-SJ.
- 22.5 The Entertainment Committee, composed of not less than three (3) members one (1) from each Section, shall arrange and conduct the various entertainment and social gatherings of CANB-SJ.

22.6 Human Relations Committee will automatically be composed of the President, 1st Vice President, 2nd Vice President and Secretary / Treasurer.

SECTION 23: FEES AND DUES

The annual dues of members shall be determined by the Board of Directors as soon as possible after receipt, by the Board, of the budget. Such shall become due and payable upon confirmation by a general meeting of the members and receipt or notices to that effect from the General Manager.

SECTION 24: RESIGNATIONS

Should a member wish to withdraw or cancel membership with CANB-SJ, he/she shall pay all dues to CANB-SJ and present his/her resignation in writing to the Board of Directors, but no such resignation shall be accepted until all such dues of indebtedness are paid up to the time for such resignation.

SECTION 25: ARREARS

25.1 If any member shall fail to pay the Annual fee within three (3) months after same has become due, registered notice to his last known address shall be sent by the General Manager and if after such notice the fee be not paid within thirty (30) days such member shall be suspended from all privileges of membership. 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 member upon payment of all arrears.

25.2 No member who is in arrears with his dues shall be entitled to vote.

SECTION 26: CANCELLATION OF MEMBERSHIP

26.1 If a member continues in arrears of membership fee, after registered notice has been given as required in Section 23.1, and after the end of an extension of time for payment granted by the Board of Directors, if any, then the membership shall be cancelled.

26.2 Any membership may be cancelled by the Board of Directors for cause, or conduct or behavior inimical to the interest of CANB-SJ.

SECTION 27: SEAL

27.1 The Corporation shall have a Seal which shall bear the words “Incorporated New Brunswick 2003” in a center ring and the words “Construction Association of New Brunswick – Saint John Region” in the outer ring. Providing the above words are retained the Directors may from time to time change the symbol of the Seal.

27.2 The Seal shall remain in the custody of the General Manager who shall be responsible for its safekeeping.

27.3 The Seal shall be turned over to the President in the event of the General Manager’s cessation of employment and returned to his/her successor or such other officer as the Board of Directors may designate until a new General Manager is hired.

SECTION 28: DISSOLUTION CLAUSE

28.1 CANB-SJ may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Full Members (see section 6.2 for vote eligibility).

28.2 Upon dissolution or other termination of CANB-SJ, all remaining assets of CANB-SJ, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such non-profit organizations as shall be chosen by the then existing Board of Directors.

28.3 No individual member of CANB-SJ shall receive any of the assets or profit from the dissolution of CANB-SJ.

SECTION 29: DOCUMENT AUTHORIZATION

This document has been accepted by the board of directors of the Construction Association of New Brunswick – Saint John Region, and will be adhered to by all parties mentioned within.

(CANB-SJ Board President)

(CANB-SJ General Manager)

(Date)

(Date)