

By-laws relating generally to the conduct
of the affairs of

Construction Specifications Canada – Devis de Construction Canada
(the "Corporation")

BE IT ENACTED as a By-law of the Corporation as follows:

1 **DEFINITIONS**

In these By-laws and all other By-laws of the Corporation, unless the context otherwise requires:

- 1.1 **"Act"** means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or Regulations that may be substituted, as amended from time to time;
- 1.2 **"Articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.3 **"Board"** means the Board of Directors of the Corporation and "Director" means a member of the Board;
- 1.4 **"By-law"** means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect;
- 1.5 **"Chapter"** means local associations of the Corporation chartered by the Board to further the objects of the Corporation, consisting only of Members of the Corporation in good standing. The boundaries shall be defined by the Board;
- 1.6 **"Chapter Director"** a Director who represents a Chapter of the Corporation;
- 1.7 **"CSC"** means Construction Specifications Canada – Devis de Construction Canada;
- 1.8 **"Director"** means a member of the Board;
- 1.9 **"Director at Large"** a Director who does not represent a specific Chapter of the Corporation;
- 1.10 **"Executive Council"** means a committee of the Board consisting of Directors at Large representing the Officers of the Corporation;
- 1.11 **"General Meeting"** is the annual General Meeting of Members;
- 1.12 **"Member"** an individual who he criteria for membership in the Corporation and is in good standing;
- 1.13 **"Meeting of Members"** includes a General Meeting of Members or a Special Meeting of Members;
- 1.14 **"Special Meeting of Members"** includes a meeting of Members or a Special Meeting of all Members entitled to vote at an annual Meeting of Members;
- 1.15 **"Ordinary Resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 1.16 **"Officer"** means an elected or appointed Director at Large serving as an Officer of the Corporation such as, but not limited to, President and Vice-President;
- 1.17 **"Proposal"** means a Proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

1.18 "Regulations" means the Regulations made under the Act, as amended, restated or in effect from time to time; and

1.19 "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.20 "CSC Administration Manual" means the manual that provides statements of policy and procedures for the guidance of members, officers, chapters and committees of the Corporation.

2 INTERPRETATION

2.1 In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

2.2 Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

2.3 These By-laws shall be published in English and in French. The English language version shall govern in the event of ambiguity.

3 CORPORATE SEAL

3.1 The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Corporation shall be the custodian of the corporate seal.

4 EXECUTION OF DOCUMENTS

4.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its four (4) signing officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

5 FINANCIAL YEAR

5.1 The financial year end of the Corporation shall be March 31 in each year.

6 BANKING ARRANGEMENTS

6.1 The banking business of the Corporation shall be transacted at such bank, trust company or other firm or organization carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

7 BORROWING POWERS

7.1 The Directors of the Corporation may, without authorization of the Members:

- .1 Borrow money on the credit of the Corporation;
- .2 Issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- .3 Give a guarantee on behalf; and

- 4 Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

8 **ANNUAL FINANCIAL STATEMENTS**

- 8.1 The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by mail or electronic format. The statements will be made available 21 days prior to the General Meeting.

9 **MEMBERSHIP CONDITIONS**

- 9.1 Subject to the Articles, there shall be one class of Members in the Corporation.
- 9.2 Membership in the Corporation shall be available only to individuals who are concerned professionally with the preparation, interpretation and enforcement of construction specifications and documents used in connection with the design, construction, operation and maintenance, and commissioning of built facilities, sites, infrastructure or equipment.

OR

- An individual who uses specifications for construction, manufacturing, processing, purchasing or procuring construction materials, equipment and services for built facilities, sites, infrastructure or equipment, or who represents an association related to any of the foregoing.
- 9.3 The individual must have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of the Members of the Corporation.
- 9.4 Members shall be entitled to participate in the activities of all Chapters, Annual Conferences and General Meetings, subject to the payment of all fees or assessments which may apply or as otherwise restricted by these By-laws.
- 9.5 Members shall be entitled to vote at all General Meetings and in Corporation elections.
- 9.6 Members shall adhere to the code of conduct as prescribed by the Board and described in the CSC Administration Manual.
- 9.7 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

10 **MEMBERSHIP RESIGNATION AND TRANSFERABILITY**

- 10.1 A Member who resigns shall have no claim for recovery of fees for unexpired term of membership.
- 10.2 The Board shall establish a policy regarding the transferability of membership and may amend as required.
- 10.3 Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to add, change or delete this section of the By-laws.

11 **NOTICE OF MEMBERS MEETING**

11.1 The Executive Director shall send a notice via mail or electronic communication to every Member at least thirty (30) days before a General Meeting. The notice shall state the business to be considered. An error or omission in the notice shall not invalidate the meeting or proceedings.

11.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

12 **MEMBERS CALLING A MEMBERS' MEETING**

12.1 The Board shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

13 **MEMBERSHIP DUES**

13.1 Annual dues shall be established by a majority vote by the Board on the recommendation of the Executive Council.

13.2 The Corporation shall issue a bill for dues to each Member before the end of the membership year.

13.3 A Member shall be in default of dues 90 days after the due date. The Registrar shall inform such Member accordingly by mail or electronic format. A Member's name shall be removed from the Register without further notice if in default of dues after the 90th day following the due date, and privileges in the Corporation withdrawn.

13.4 The Board shall establish the amount of the dues, if any, to be forwarded to the Member's Chapters.

14 **DISCIPLINE OF MEMBERS**

14.1 The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- .1 Violating any provision of the Articles, By-laws, or written policies of the Corporation such as the Code of Conduct; carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- .2 For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

14.2 The Board shall establish a policy regarding the disciplinary process and may amend as required from time to time. The policy shall be included in the CSC Administration Manual.

15 **TERMINATION OF MEMBERSHIP**

15.1 A membership in the Corporation is terminated when:

- .1 The Member dies;
- .2 A Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-laws;
- .3 The Member resigns by delivering a written resignation to the chair of the Board, or designated individual, of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

- .4 The Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the Articles or By-laws;
 - .5 The Member's term of membership expires; or
 - .6 The Corporation is liquidated or dissolved under the Act.
- 15.2 The Board by a vote of two-thirds of its membership at any of its meetings may remove from the Register the name of any Member whose conduct has been considered to be unsatisfactory or detrimental to the interests or reputation of the Corporation.

16 **EFFECT OF TERMINATION OF MEMBERSHIP**

- 16.1 Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.
- 16.2 Should the Member referred to in By-law 15 be an Officer, said Member shall be automatically relieved of office, and the Board may appoint a replacement for the balance of the term of office.

17 **NOMINATIONS AND ELECTIONS OF DIRECTORS**

- 17.1 Nominations and elections shall be conducted in a manner as prescribed by the Board and published in the CSC Administration Manual.
- 17.2 The Executive Director shall file all nomination and election records for a period of thirty days after the General Meeting and shall open them only to a defeated candidate upon written requisition.

18 **PLACE OF MEMBERS' MEETING**

- 18.1 Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Meetings of Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada.

19 **PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS**

- 19.1 The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the Members.

20 **QUORUM AT MEMBERS' MEETINGS**

- 20.1 Thirty voting Members shall constitute a quorum at a General Meeting provided representation is present from at least half of the current existing Chapters.

21 **VOTES TO GOVERN AT MEMBERS' MEETINGS**

- 21.1 At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

22 **PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS**

- 22.1 Participation at Members' Meetings shall be conducted in a manner as prescribed by the Board of Directors. Preference will be given to In-Person meetings, however if circumstances prevent the Association from holding an Annual General Meeting of the Members In-Person, the Board may

direct the Association to hold a Virtual AGM or a combination of In-Person and Virtual meeting as appropriate.

23 **NUMBER OF DIRECTORS**

23.1 The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board.

24 **TERM OF OFFICE OF DIRECTORS**

24.1 The term of office for elected or appointed Chapter Directors shall be approximately two years commencing on the conclusion of the General Meeting, and terminating on the day of the conclusion of the second year, following the General Meeting.

24.2 Chapter Director terms will be on a staggered basis with 50% of Chapter Directors needing to be elected per year.

24.3 The term of office for elected Directors at Large shall be no more than 6 years commencing on the conclusion of the General Meeting, and terminating on the day of the conclusion of the sixth meeting following General Meeting. With the exception of the Executive Director whose term by resolution of the Board shall be subject to terms and conditions of employment.

24.4 Any Director may be removed from their position by a two-thirds vote of the Board.

24.5 The term of office for appointed Directors at Large shall be approximately one year commencing on the conclusion of the General Meeting, and terminating on the day of the conclusion of the following General Meeting. An individual may serve more than one consecutive term.

25 **CALLING OF MEETINGS OF BOARD OF DIRECTORS**

25.1 Meetings of the Board may be called by the President, President-Elect, Secretary or any 8 Directors.

25.2 The Board shall meet not less than once per year.

25.3 Executive Council shall meet at regular intervals as required to conduct and co-ordinate programs and activities.

25.4 The Board shall call a Special General Meeting within 21 days of receipt of a requisition signed by not less than 5% of voting Members stating the specific business to be considered.

25.5 A majority of Members shall constitute a quorum at Board, Executive Council or Committee Meetings.

25.6 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

26 **NOTICE OF MEETING OF BOARD OF DIRECTORS**

26.1 Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of Directors of this By-law to every Director of the Corporation not less than 21 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified

their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

27 **VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS**

27.1 At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question unless the question requires a Special Resolution under the Act. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

28 **COMMITTEES OF THE BOARD OF DIRECTORS**

28.1 The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations, directives or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board.

29 **NOMINATION AND APPOINTMENT OF OFFICERS**

29.1 Only Members who are in good standing and Directors at Large may be nominated for, appointed or elected to Corporation office. Subsequent default by any Officer shall require immediate removal from office.

29.2 The President, a Director at Large, shall succeed to this office after serving as President - Elect for a minimum of one year, except where the term as President-Elect has been shorter due to the death or resignation of a President.

29.3 The President-Elect, a Director at Large, who has served the preceding year as Vice-President of the Executive Council, shall be elected by the Board to assist the President at the President's request and to assume that office at the end of the President's term of office.

29.4 The First Vice-President, a Director at Large, shall have served as the Second Vice-President.

29.5 The Second Vice-President, a Director at Large, shall have served as Third Vice-President.

29.6 The Third Vice-President, a Director at Large, shall have served as Fourth Vice-President.

29.7 The Fourth Vice-President shall be nominated and elected by a vote of the Members and serve as a Director at Large. Candidates for this position shall have met the criteria for office as prescribed by the Board and served one year in the elected positions of Chapter Director and Chapter Officer. The required one year terms of office for Chapter Director and Chapter Officer cannot be served concurrently. The required term of office for Chapter Director shall have been served within the previous three years.

29.8 The Immediate Past-President, a Director at Large, shall have served as President. If this position becomes vacant it shall remain vacant for the remainder of the term.

29.9 The Secretary-Treasurer shall be appointed annually by the Board and serve as a Director at Large.

29.10 The Registrar shall be appointed annually by the Board and serve as a Director at Large.

29.11 The Executive Director, a Director at Large, whose term by resolution of the Board shall be subject to terms and conditions of employment as stipulated in By-law 24.3.

29.12 The Executive Council shall consist of the following Officers: President; Vice-Presidents; Secretary/Treasurer; Immediate Past-President and the Executive Director.

30 **DESCRIPTION OF DUTIES AND RESPONSIBILITIES OF OFFICERS**

30.1 The duties and responsibilities of Officers of the corporation shall be as prescribed by the Board in the CSC Administration Manual

31 **VACANCY IN OFFICE**

31.1 Notwithstanding the terms of office, a Member of the Board may resign at any time, and a successor may serve out the remainder of the term.

31.2 Any vacancies which may occur in a Corporation office by reason of death, resignation, default of dues, or other causes, may be filled by appointment for the duration of the unexpired term, or as defined hereafter by the Board.

31.3 When the total number of Vice-Presidents is reduced from the required number, the required number of Directors At Large will be nominated and elected by a vote of the Members at the next election.

32 **INVALIDITY OF ANY PROVISIONS OF THIS BY-LAW**

32.1 The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

33 **OMISSIONS AND ERRORS**

33.1 The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

34 **MEDIATION AND ARBITRATION**

34.1 Disputes or controversies among Members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as prescribed by the Board in the CSC Administration Manual.

35 **DISPUTE RESOLUTION MECHANISM**

35.1 Should the need arise to settle a dispute or controversy among Members, Directors, Officers, the Dispute Resolution policy as prescribed by the Board in the CSC Administration Manual will be utilized.

36 **BY-LAWS AND EFFECTIVE DATE**

36.1 The Board may not make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation without having the By-law, amendment or repeal confirmed by the Members by Special Resolution. The By-law, amendment or repeal is only effective on the confirmation of the Members and in the form in which it was confirmed.

END OF BY-LAWS