



REVISED BY-LAWS

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BY-LAWS OF**

**THE GENERAL CONTRACTORS ASSOCIATION OF OTTAWA/
L'ASSOCIATION DES ENTREPRENEURS GÉNÉRAUX D'OTTAWA**

EFFECTIVE JANUARY 26, 2011

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BY-LAWS OF

**THE GENERAL CONTRACTORS ASSOCIATION OF OTTAWA/
L'ASSOCIATION DES ENTREPRENEURS GÉNÉRAUX D'OTTAWA**

EFFECTIVE JANUARY 26, 2011

ARTICLE 1 - HEAD OFFICE

The Head Office of the Corporation shall be in the City of Ottawa, Province of Ontario, and at such place therein as the directors may from time to time determine.

ARTICLE 2 - SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

ARTICLE 3 - MEMBERSHIP

SECTION 1 - MEMBERSHIP CLASSES

There shall be two classes of memberships in the Corporation: active members and life members.

Active membership in the Corporation shall be open to any person or firm engaged in general contracting in the construction industry within the geographical area as determined by the directors from time to time to be Ottawa and the surrounding area and for purposes of these by-laws eligibility for membership shall be limited to those contractors who normally take prime contracts in the construction industry.

Application for active membership shall be made in the following manner:

- a) in writing upon the form adopted and provided by the Corporation to be signed by the applicant or its authorized representative and accompanied by annual dues and any other special assessment in force at the time of the application.
- b) any application submitted shall have the approval of an active member as proposer and countersigned by a member of the Board of Directors.

Each member shall promptly be informed by the **President or some other Officer** of his admission as a member.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which become payable by him to the corporation prior to acceptance of his resignation.



Life Membership - Upon the recommendation of the Board of Directors presented to the membership at any general meeting, the membership may elect any person or firm to be a life member of the Corporation. Life membership will be granted normally only as an expression of the Corporation of its appreciation for distinguished services to or in the interests of the Corporation. Any person or firm being granted life-membership status thereby ceases to be an active member. There shall be no fees attached to life memberships.

SECTION 2 - OBLIGATIONS OF MEMBERSHIP

All members of the Corporation shall be subject to the Letters Patent, Supplementary Letters Patent and by-laws of the Corporation as may from time to time be in force.

SECTION 3 - FEES AND DUES

The annual dues and other special assessments from time to time shall be determined by the Board of Directors. Such amounts shall become due and payable within 30 days of presentation of invoice. Members in default shall automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

SECTION 4 - DUES FOR NEW MEMBERS

Upon welcoming a new member firm into the General Contractors Association of Ottawa with more than six months remaining in the fiscal year, the new member will be required to pay the membership dues in full. Their following invoice for the next year will then be credited by prorating the cost of the dues to reflect the amount of time the new member firm enjoyed membership in the previous year. If less than six months remain in the fiscal year at the time a new member were to join the General Contractors Association of Ottawa, the new member will not be invoiced for that effective year yet will be invoiced for full fees in the following year.

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 1 - COMPOSITION AND TENURE

The affairs of the Corporation shall be managed by a Board of Directors occupying the following offices:

- Past President
- President
- First Vice-President
- Second Vice-President
- Secretary
- Treasurer
- Director
- Director
- Director

At the Board's discretion it may seek the active involvement of an "Executive Director" and that of an "Ex officio Member" as may be required for guidance, expertise and execution of duties.

Each of the above at the time of their election or within 10 days thereafter and throughout his term of office shall be either a member (where the member is a body corporate), or an executive officer of a member (where the member is a body corporate), of the Corporation.

For purposes of this paragraph 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



a local agent or branch representative of a member. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term office, and may, by a majority of votes cast at that meeting, elect any person in his stead for the remainder of his term.

It is intended that the person who shall rise to the position of President is to be proposed by the Nominating Committee and to be elected by the Board of Directors.

The current Board of Directors will vote on the proposed following year's board, as presented by the Nominating Committee, at least ten days prior to the annual general meeting. If there are more nominees than positions available on the board, a vote **by members at the Annual General Meeting** will be held with the successful nominees being installed on the board in the position(s) available.

The desired tenure of a GCAO Director rising to the level of President should be served in the following succession:

- Year 1 Secretary, Treasurer or Director
- Year 2 Second Vice-President
- Year 3 First Vice-President
- Year 4 President
- Year 5 Past President

SECTION 2 - VACANCIES

Notwithstanding Article 4, Section 1 hereof, a director ceases to be a director and his position shall be deemed vacated immediately upon the occurrence of any of the following:

- a) the becomes bankrupt or suspends payments or compounds with his creditors or makes an assignment for the benefit of his creditors;
- b) he or the member of the corporation he represents ceases to be a member of the corporation or he terminates his employment with the member of which he is an executive officer; and
- c) by Notice in writing to the corporation he resigns his office.

SECTION 3 - FILLING OF VACANCIES

Vacancies of the Board of Directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of authorized increases, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

SECTION 4 - QUORUM AND MEETINGS

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.



Directors' meetings may be formally called by the President or a Vice-President or by the Secretary on direction of the President or a Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered to Board Members via facsimile or electronic mail in excess of four days prior to the proposed meeting date. Confirmation of attendance is required by the Board Members by way of facsimile or electronic mail two days in advance of the proposed meeting date. Regular meetings are to be held on the last regular working Friday of each month. The Board shall not meet less than nine times in its term.

SECTION 5 - ERROR OR OMISSION IN NOTICE

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

SECTION 6 - VOTING

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so, demanded by any director present, but if no demands be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution. In the absence of the President his duties may be performed by the First Vice-President or such other director as the board may from time to time appoint for the purpose.

SECTION 7 - POWERS

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

SECTION 8 - REMUNERATION OF DIRECTORS

The directors shall receive no remuneration for acting as such.

SECTION 9 - BOARD ATTENDANCE

Should any one of the directors miss three consecutive meetings, the Board of Directors has the right to address this matter as an issue of new business at a regular meeting openly. The Board Member may face expulsion at the discretion of the remaining Board Members.

SECTION 10 - BOARD ASSIGNMENTS

Activities which are to be performed by the General Contractors Association of Ottawa are generally to be executed by its directors through either their appointment as an officer, or their adoption of a portfolio, or their appointment to a committee or sub-committee. Committee and sub-committees will be formed and served on an as required basis; the ongoing portfolios which are to be adopted by the various directors are normally to include the following:



- Tendering Practices
- Attendance to the Ottawa Valley Bid Depository Board
- Entertainment
- Membership
- Integrity and Ethics Award
- Nominating
- Communications
- GCAC

Portfolios may be added to or deleted from the above list as the Board deems necessary.

An individual who is not an executive officer of a member firm may also be eligible for nomination as a director of the association provided he has held a position of authority in the company for five years or more and the said company provides a letter to the association's president authorizing the nominee to act on the company's behalf as a director of the association. There shall be no restriction on the number of times a member firm has representation on the Board of Directors of the association, but the firm may have only one representative on it at any one time.

ARTICLE 5 - NOMINATION AND ELECTION

Before the annual meeting of the membership, the President shall request of the nominating committee consisting of the Past President and either of the First or Second Vice-Presidents:

- a) to receive nominations for and conduct the election of the Board of Directors;
- b) to verify the eligibility of nominees for office;
- c) to ascertain the willingness of nominees to accept and perform the duties of any office to which they may be elected; and
- d) to report to the meeting the names of all such nominees.

Nominations for all offices filed with the Committee shall be in writing, signed by a nominator and seconder, each of whom shall be a member of the Corporation authorized to vote at the meeting. Nominations must be received prior to 8:00 p.m. **ten days** prior to the date set for the annual meeting.

ARTICLE 6 - OFFICERS AND DUTIES

SECTION 1 - OFFICERS OF CORPORATION

There shall be a President, a First Vice-President, a Second Vice-President, an immediate Past President, Secretary and Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and First or Second Vice-President. The President and First and Second Vice-Presidents shall be elected by the Board of Directors from among their number at the first meeting of the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.



SECTION 2 - NO DISCRIMINATION

The affairs of the Corporation shall be managed in such a way that there is no discrimination against any person because of his race, creed, colour, nationality, ancestry, or place of origin, and no person or persons acting on behalf of the Corporation shall act in a manner that is arbitrary, discriminatory or bad faith in representation of any person or firm whether or not such person or firm is a member of the Corporation.

SECTION 3 - DUTIES OF PRESIDENT AND VICE-PRESIDENTS

The President shall, when present, preside at all meetings of the members of the Corporation and the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the First Vice-President, and if the First Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto. The President shall be an ex officio member of all committees.

SECTION 4 - DUTIES OF SECRETARY

The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

SECTION 5 - DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all of his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

SECTION 6 - DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them

ARTICLE 7 - EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or First Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the President, First Vice-President, and Treasurer or by any persons authorized by the board.



The President, First Vice-President, the directors, Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as a trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal to any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

ARTICLE 8 - COMMITTEES

The Board of Directors may establish such committees as it may deem advisable from time to time and shall determine the chairmanship, composition and terms of reference of all such committees. Unless otherwise specifically authorized by the board, committees shall conclude their activities and report to the board prior to the next annual general meeting of the membership.

ARTICLE 9 - FINANCE

SECTION 1 - BONDING

The signing officers and staff of the Corporation may be bonded in such sums as the Board of Directors may from time to time direct.

SECTION 2 - BOOKS AND RECORDS

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

SECTION 3 - AUDITOR

An auditor or firm of auditors shall be appointed at the annual meeting to make an annual audit of all accounts, books and vouchers of the Corporation and shall submit same to the Board of Directors through the Secretary in time for the annual meeting of the membership.

SECTION 4 - FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

SECTION 5 - CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the bank's forms or settlement of balances & release of verification slips.



SECTION 6 - BORROWING

The directors may from time to time

- a) issue, sell or pledge securities of the Corporation; or
- b) borrow money on the credit of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 10 - ANNUAL AND OTHER MEETINGS OF MEMBERS

SECTION 1 - ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or First Vice-President shall have power to call at any time a general meeting of the members of the Corporation. Membership at large and all invitees to annual general meetings; all members meetings; and special meetings will be notified by facsimile or electronic mail prior to ten days in advance of the date fixed for said meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

SECTION 2 - ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

SECTION 3 - ADJOURNMENTS

Any meeting of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.



SECTION 4 - QUORUM OF MEMBERS

Ten members present (which number shall include a minimum of one director) at any meeting of the members of the Corporation shall constitute quorum. If the quorum should not be present at the time specified for a meeting, such meeting may be adjourned for a period of not more than ten days notwithstanding absence of quorum. In the event that on the resumption of the meeting a quorum is still not present, the meeting shall proceed as if a quorum existed provided that in no case can any meeting be held unless there are two or more members present in person.

SECTION 5 - VOTING OF MEMBERS

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one vote, and unless a secret ballot be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact in favour of or against such resolution. The demand for a secret ballot may be withdrawn, but if a secret ballot be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy, and such secret ballot shall be taken in such manner as the Chairman shall direct and the result of such secret ballot be deemed the decision of the Corporation in general meeting upon the manner in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a secret ballot, the Chairman shall be entitled to a second or casting vote.

SECTION 6 - MEETINGS UPON REQUISITION

Notwithstanding Article 10, Section 1, the President shall upon requisition made in writing by any ten or more members stating in their requisition the nature of the business to be brought before the meeting, convene a general meeting of the membership upon five clear days notice to be given as provided in this by-law, but only the business set out in the requisition and mentioned in the notice calling the meeting shall be considered.

ARTICLE 11 - NOTICE

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given by either facsimile, electronic mail or registered mail in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation.

ARTICLE 12 - PROXY

All proxies shall be in writing under the hand of the appointer, or if such appointer is a corporation under its corporate seal attested to by at least one authorized officer, and no person shall be appointed a proxy who is not a member of the corporation or an employee of a member of the Corporation.



ARTICLE 13 - AMENDMENTS

By-laws shall only be amended by majority approval by the membership at large as voted upon at either of the Annual General Meeting or All Members Meeting or any special meeting attended by the membership at large. Proposed amendments approved for discussion by the Board of Directors shall be sent out to the membership at least ten days in advance of a General Membership Meeting. Amendments to proposed amendments may be proposed and voted on at the same General Membership Meeting.

ARTICLE 14 - DISCIPLINARY ACTION

If any member of the Corporation is accused of violating any provision in the Letters Patent, Supplementary Letters Patent or by-laws in force from time to time in any manner that is detrimental to the membership, such member shall be invited in writing to appear before the Board of Directors. If the board finds the accusation is substantiated it may suspend, expel or otherwise discipline the accused member. If the accused member declines to appear at the appointed time, the Board of Directors may proceed to take such action as it sees fit.

ARTICLE 15 - INTERPRETATION

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, word importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE 16 – COMPETITION ACT COMPLIANCE

The GCAO Board Members are to review the Competition Act and be aware of its contents. All Board Members are to conduct themselves with the utmost care to ensure that they are in compliance with the act at all times. The Past-President will assume the role as the Competition Act Moderator and will be the point of contact for any concerns that may arise with regards to the Competition Act during any Board meeting held by the Board of Directors. The Monitor must also ensure that no prohibited conversations occur during any Board meeting.

The act covers the following topics:

1. Conspiracy
2. Bid-Rigging
3. Price Fixing

Also, the GCAO shall not review or distribute any commercially sensitive information that is not available publicly to its Board Members or to the membership.



DIRECTORS' DUTIES

**THE GENERAL CONTRACTORS ASSOCIATION OF OTTAWA/
L'ASSOCIATION DES ENTREPRENEURS GÉNÉRAUX D'OTTAWA**

DIRECTORS' DUTIES

EFFECTIVE JANUARY 26, 2011

PRESIDENT

- Call (including the preparation of agendas) and preside over, when present, all meetings of the Association and its Board of Directors.
- Be responsible for the general management and supervision of the affairs and operations of the Association in accordance with its goals and objects, and policies adopted by the Board of Directors.
- Provide leadership in the initiation of new policies and programs and act as the Association's principal spokesman.
- Exercise primary authority in the signing of the Association's financing instruments, contracts and certificates of membership, and send letters of welcome to new members and "sunset" letters to those whose membership is ending.
- Receive nominations for the Association's Integrity and Ethics Award and present the award to a candidate approved by the Board of Directors.
- Review emails sent to ybeaudoin@gcaottawa.com and delegate who will respond.

FIRST VICE-PRESIDENT

- Assume, in the President's absence, his duties and functions.
- Administer the Tendering Practices portfolio on behalf of the Association.

SECOND VICE-PRESIDENT

- Assume, in the absence of the President and First Vice-President, their duties and functions.

IMMEDIATE PAST PRESIDENT

- Serve as chair of the Association's Nominating Committee.
- Assume, in the absence of the President and Vice-Presidents, their duties and functions.
- Administer the Project Awards Program

SECRETARY

- Distribute to the Association's membership the Notice and Agenda for all Annual General Meetings or other general membership meetings.
- Record and distribute the minutes of the Board of Directors and of the Annual General Meeting and other general meetings.
- Maintain the official records and the seal of the Association.



- Ensure that one copy of all minutes and associated material and other records of lasting importance is compiled at year-end and deposited with the Ottawa Construction Association for archiving.
- The Secretary shall provide the GCAO plaques for presentation to the outgoing President and to the recipient of the Integrity and Ethics Award.
- Check the GCAO mail delivered to the Ottawa Construction Association office.

TREASURER

- Maintain the financial records of the Association.
- Distribute the financial report at each meeting of the Board of Directors.
- Arrange annually for a financial audit to be conducted by a non-board member of the Board of Directors.
- Submit an audited financial statement at the Annual General Meeting.
- Collect, record and deposit all revenues.
- Pay all invoices after reviewing their appropriateness.
- File Harmonized Sales Tax Returns quarterly and Corporate Income Tax Returns within five months of year-end. (Note: no income tax is payable because of the Association's Not-for-Profit status, but a return is required.)
- Report all changes in the Board of Directors to the appropriate ministry of the Government of Ontario.

TENDERING PRACTICES PORTFOLIO (FIRST VICE-PRESIDENT)

- Promote fair and equitable tendering and contract administration procedures.
- Conduct joint meetings with Owners, Project Management Firms and Design Consultants as may be required.
- Make representations on a project basis on infractions of approved tendering practices.
- Chair special task groups as may be required to deal with specific issues requiring detailed examination.
- Submit an activity report for distribution at all general meetings.

MEMBERSHIP DIRECTOR

- Routinely report status of membership at each Board of Directors meeting.
- Actively recruit new members and follow up on any non-renewals.
- Maintain the official GCAO membership list and identify those members assigned to each director to contact to promote attendance at general meetings and other events sponsored by the Association.
- Submit an activity report and current membership list for distribution at the Annual General Meeting.
- Prepare signed and sealed certificates for new members.



COMMUNICATIONS DIRECTOR

- Prepare and distribute to all members quarterly newsletters, supplemented by special bulletins, concerning Association activities and other pertinent information.
- Maintain liaison with the Construction Trade Press, Business Editors and other Media serving the Ottawa Region, and provide them with information concerning the Association as circumstances warrant.
- Provide copies of the Association's newsletters and of any news releases to Sister Associations including the Ottawa Construction Association, the Ontario General Contractors Association, and the Canadian Construction Association and to members of BILDCO – Ottawa.
- Submit an activity report for distribution at the Annual General Meeting.
- Prepare the printed report to the membership distributed at the Annual General Meetings.
- Change recording at GCAO message centre.
- Renew MyFax account with updated credit card information.

NOMINATIONS DIRECTOR

- Chair the nominating committee appointed to receive nominations for the elections for the Board of Directors at the Annual General Meeting.
- Ascertain the eligibility and willingness of nominees to serve as Director.
- Submit a proposed slate for the approval of the Board of Directors at least ten days prior to the Annual General Meeting.
- In the event of the nominees exceeding the number of positions, conduct an election in accordance with the association's by-laws.

ENTERTAINMENT DIRECTOR

- Plan and organize special events of a recreational and/or social nature conducive to an enhanced cohesiveness with the Association.
- Routinely report the status of special functions at each Board of Directors meeting.
- Assist in the development of programs for the general meetings of the Association.
- Submit an activity report for distribution at the Annual General Meeting.
- Provide sign-in sheets and badges for the General Meetings and Annual Reception; special name tags for the Directors at the Annual Reception; a gift for Guest Speakers; and flowers or appropriate gift for the Award Winner's significant other if present.

WEB SITE DIRECTOR

- Maintain the Association's website (www.gcaottawa.com) on a regular basis.
- Routinely report status of the web site at each Board of Directors meeting.
- Submit an activity report for distribution at all general meetings.



LIAISON DIRECTOR(S)

- Promote greater industry unity through two-way communications at the Board of Directors level with other construction associations concerning policies and programs.
- Solicit opinions and/or support from other construction associations concerning approved or contemplated policies of the Association.

EXECUTIVE DIRECTOR

- Render assistance to the President and other members of the Board of Directors in the execution of their duties.
- Engage, as a neutral party, in discussion and correspondence, in the promotion of approved tendering and contract administration practices.
- Serve as secretary of the Joint Committee with organizations representing the design professions and, if so directed, of other joint meetings involving the Association.