

# **BY-LAWS**

**OF**

## **CLR CONSTRUCTION LABOUR RELATIONS ASSOCIATION OF SASKATCHEWAN INC.**

**Consolidation Including Amendments #1, #2, #3 and #4**

**May 24, 2018**

# BY-LAWS

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# **CLR CONSTRUCTION LABOUR RELATIONS ASSOCIATION OF SASKATCHEWAN INC. BY-LAWS**

## **ARTICLE I - CONSTITUTION**

### **SECTION 1 - NAME**

The name of the association is "CLR CONSTRUCTION LABOUR RELATIONS ASSOCIATION OF SASKATCHEWAN INC." (hereinafter called the "Association").

### **SECTION 2 - OBJECTS**

The objects of the Association are to seek to be the Representative Employer Organization on behalf of unionized contractors in various Trade Divisions for the purpose of coordinating bargaining with trade unions or Council of trade unions, and to:

- (a) consider and adopt methods of promoting and regulating sound labour relations;
- (b) establish policies for the uniform content, administration, and interpretation of collective bargaining agreements;
- (c) assist its members in the resolution of any dispute between a member and any trade union or trade unions;
- (d) develop policies and programs to encourage labour stability;
- (e) advise on grievances and to assist or represent a member at its request in any arbitration or other matter or proceeding which is of interest or concern to the Association;
- (f) establish and maintain labour/management forums to develop common goals and to foster understanding;
- (g) conduct research, compile and distribute statistical information, and to take part either itself or in cooperation and jointly with others in considering and making representations with respect to legislation or regulations that may be issued by any duly constituted authority and to engage technical and professional assistance to enable the Association to take part in presentations of submissions at hearings before such authorities;
- (h) promote the development of worker trade skills and certification of skills levels to maintain the highest standards;
- (i) promote and encourage healthy working and living environments and to join with other organizations to develop programs for safety instruction and certification;
- (j) develop marketing strategies for the benefit of unionized contractors and union workers in a free market economy;
- (k) promote the recognition of and development of management personnel and unionized workers as human resources;
- (l) promote the benefits of a Jurisdictional Assignment Plan to owners, contractors, unions and workers alike;
- (m) actively seek out and disseminate technology throughout the unionized construction industry;
- (n) encourage active participation of all unionized construction employers in the Association; and
- (o) initiate and maintain liaison with other industries and employer groups with similar aims and goals.

## **ARTICLE II - MEMBERSHIP**

### **SECTION 1 - CLASSES**

- (a) The membership of the Association shall consist of General Members.
- (b) In these By-laws, terms are used as though all members shall consist of firms or corporations, but nevertheless such terms shall have application to persons.
- (c) The following shall be eligible for membership in the Association:
  - (1) **GENERAL MEMBERS:**

All Unionized Employers in the trade divisions represented by the Association shall be eligible for membership in the Association.

### **SECTION 2 - APPLICATION FOR MEMBERSHIP**

- (a) An applicant for membership shall submit an application in writing to the Board of Directors in such form and detail as may be prescribed by the Board of Directors from time to time, together with the prescribed membership fee and statutory declaration if required, and if accepted by the Board of Directors the applicant shall become a General Member and shall be assigned by the Board of Directors to one or more appropriate Trade Divisions.

#### **BRANCHES, SUBSIDIARIES**

- (1) In the event such corporation, partnership, individual or association shall have permanently established branch offices in addition to its main office, it may, with the approval of the Board, and shall, if the Board so requires, obtain a membership for each such branch office.
  - (2) In the event such corporation, partnership, individual or association has a subsidiary in Saskatchewan, each such subsidiary shall, unless the Board otherwise decides, be required to obtain a separate membership.
  - (3) In all cases, the branch office or subsidiary shall only be entitled to separate membership if it carries on a business for which membership may be granted hereunder.
- (b) The Association may apply to the Labour Relations Board to have any dispute over the status of an applicant for membership as a "Unionized Employer" determined under s. 6(2)(b) of The Construction Industry Labour Relations Act, 1992.
  - (c) In the absence of The Construction Industry Labour Relations Act, 1992, the same considerations apply as would have applied under Section 6(2)(b) of The Construction Industry Labour Relations Act, 1992.

### **SECTION 3 - ASSIGNMENT TO TRADE DIVISIONS**

- (a) The Board of Directors shall establish a Trade Division for each category of trade negotiations, which shall conform to such Trade Divisions as are determined pursuant to Provincial Labour Legislation.
- (b) The Board of Directors, subject to review by the Council, shall from time to time assign or re-assign members to one or more of such Trade Divisions.

### **SECTION 4 - RIGHTS OF MEMBERS**

- (a) Each member of the Association in good standing, subject as in this Section and as elsewhere provided in these By-laws, shall have the following rights:
  - (1) To attend general meetings of the Association, either personally or, in the case of a firm or corporation, through one of its officials nominated in writing by it from time to time as its representative;

- (2) To vote for delegates of the Council as hereinafter provided;
  - (3) To vote on the question of ratification or non-ratification of collective bargaining settlements as hereinafter provided;
  - (4) Notwithstanding that a person, firm or corporation may maintain membership in respect of more than one permanent office or branch office in the Province, each person, firm or corporation shall nevertheless be entitled to only one vote at any meeting of the Association.
  - (5) Membership shall vest in the person, firm or corporation, as the case may be. In the case of a firm or corporation, each member of the firm and each Director and Officer of the corporation shall be eligible to attend meetings, to hold office and to enjoy the powers and privileges of a member hereunder, and shall be subject to all duties, obligations and responsibilities of a member.
- (b) A member in good standing shall mean a member who is not in default in payment of dues, fees or assessments levied in accordance with these By-laws, and who is not under suspension.
  - (c) Each member of the Association shall have the right to receive the services normally provided by the staff of the Association in Labour Relations matters including services relating to the settlement of disputes relating to collective bargaining agreements or otherwise relating to its relations with its employees or with any trade union or trade unions.

## **SECTION 5 - DUTIES AND OBLIGATIONS OF MEMBERSHIP**

- (a) Each member of the Association shall be subject to all the duties and obligations which are set forth in these By-laws and without limiting the generality of the foregoing, to the following duties, obligations, covenants and agreements:
  - (1) To be bound to pay the dues, fees and assessments levied in accordance with the provisions of these By-laws, whether under suspension or not;
  - (2) To submit to an inspection and audit of its payroll for the purpose of reconciling dues, fees and assessments;
  - (3) Not to vote on any matter concerned with or arising out of the business or affairs of any Trade Division which is concerned with any trade in respect of which the member is bound by a collective bargaining agreement having application in Provinces of Canada in addition to or other than Saskatchewan.
  - (4) By virtue of the application for and admission to membership in the Association these By-laws shall bind the Association and its members to the same extent as if they had been signed, sealed and delivered by the Association and by each of its members as a joint and several contract between the Association and its members, and between the members inter se, containing covenants on the part of the Association and of each of its members to observe and perform all the provisions of these By-laws.

## **SECTION 6 - EXPULSION, SUSPENSION, FINE, RESIGNATION AND CESSATION OF MEMBERSHIP**

- (a) **EXPULSION, SUSPENSION AND FINE**
  - (1) The Board of Directors may expel any member or may suspend any member for such period as it shall determine and/or impose a fine upon any member as it shall determine for:
    - (A) Default in payment of dues, fees or assessments;
    - (B) Any breach of the By-laws of the Association or any cause, conduct or behaviour which in the opinion of the Board of Directors is inimical to the best interests of the Association or its members; or
    - (C) If the member ceases to meet the qualifications for membership.

- (2) The Board shall give a written Notice of Intent to expel, suspend or fine a member, to the member and to the Chairperson of the Trade Division(s) to which the member was assigned, setting forth the reasons for the expulsion, suspension or fine and specifying the time and place of the meeting of the Board to hear the matter. The member shall have the right to make representations and appear in person or by counsel at the meeting;
- (3) The notice shall be given fourteen (14) days before the date of the meeting or at such lesser time as the Board may decide, having regard to the circumstances of the complaint. The Board shall deal with the matter at such meeting provided that if the member or the representative of the member does not appear at such meeting, upon it being established that such member has received written notice of the nature of the complaint and the time and place of the hearing by the Board, the failure of such member to appear in person or by representative at such meeting shall entitle the Board to deal with the matter in the absence of such member and to reach a decision thereon and to impose any penalty permitted by these By-Laws.
- (4) The Board shall expel, suspend or fine the member within three (3) days after the hearing date, but in any case the penalty may not come into effect any earlier than the hearing date.
- (5) An expelled, suspended or fined member shall be given a statement in writing setting forth the reasons for the expulsion, suspension or fine;
- (6) An expelled, suspended or fined member shall have the right, upon written notice to the Council, to appeal the expulsion, suspension or fine, as the case may be, and the Council's decision shall be final and binding. The member concerned shall be given notice in writing of the time and place of the meeting of the Council at which the appeal is to be considered. The notice shall be given seven (7) days before the date of the meeting or at such lesser time as the Council may decide, having regard to the circumstances of the complaint. The member shall have the right to make representations and appear in person or by counsel on the appeal;
- (7) A member which is expelled shall not remain as a member of the Association or as a Director or attend meetings or have any right to vote nor shall it or any of its officers or employees hold any office or position in the Association upon expulsion or during the period of its suspension, but, while suspended, shall continue to be bound by the duties and obligations of membership as defined in these By-laws;
- (8) An expelled member shall have the right to re-apply for membership at any time after twelve (12) months following the date of its expulsion or after such lesser time as the Council shall determine in any particular case;
- (9) A member who has been fined and which has not paid the fine within thirty (30) days of the date of the statement in writing referred to in (2) above or, if such fine was appealed, within fifteen (15) days from the date of the meeting of the Council at which the appeal was considered, whichever is the later, shall be automatically suspended until such fine shall have been paid;

(b) **RESIGNATION OF MEMBERS**

- (1) Any member in good standing shall have the right to resign from the Association and shall be deemed to have resigned thirty (30) days after the date of receipt by the Association of a written notice of resignation.
- (2) In the event of a resignation of a member, the Trade Division to which he was assigned shall be notified.

**ARTICLE III - THE COUNCIL OF TRADE DIVISIONS  
(THE "COUNCIL")**

**SECTION 1 - DELEGATES TO THE COUNCIL**

The Council shall consist of two delegates elected from each of the Trade Divisions, as reasonably as possible representative of any varied interests of the Trade Divisions provided, however, that if there is only one Member in a Trade Division the Trade Division shall only have one Delegate on the Council. Each delegate shall be a member in good standing or be employed, in a management capacity, by a member in good standing of the Trade Division he represents.

## **SECTION 2 - ELECTION OF THE COUNCIL**

- (a) Each member which has employed employees within twelve (12) months of the date of election in a Trade Division to which it has been assigned shall be eligible to vote for the delegates to the Council with respect to such Trade Division.
- (b) Subject to Paragraph (c) of this Section, the term of office of each delegate to the Council shall be two (2) years.
- (c) The election of delegates to the Council shall occur prior to each annual general meeting of the Association. Each delegate shall be elected for a term of two (2) years, in such manner that one-half of the delegates shall be elected in one year and the other one-half of the delegates shall be elected in the next year. An election may take place at any time to fill a casual vacancy.
- (d) The procedure for election of delegates to the Council from the Trade Division shall be determined from time to time by the Trade Divisions concerned, subject, however, to approval by the Council.
- (e) If a delegate from any Trade Division is unable to attend any meeting of the Council, a temporary representative may attend and vote in the place of such delegate, provided that:
  - (1) He is a member in good standing or be employed in a management capacity by a member in good standing of the Trade Division he represents;
  - (2) He produces to the Chairperson of the Council a satisfactory written authorization for him to act in that behalf, signed by the delegate who is unable to attend such meeting:

The above procedure may be adopted by any Trade Division on not more than two occasions in any one calendar year.

- (f) The Council shall elect from amongst its delegates, a Chairperson of the Council who shall be the presiding officer and two Vice Chairmen, either of whom may act in the absence of the Chairperson. The procedures for such elections shall be as designated from time to time by the Council. The Trade Division from which the Chairperson of the Council was an elected delegate is entitled to elect a replacement delegate from within that trade division.
- (g) Any delegate to the Council may be removed from office by a special resolution of the members of the Association.
- (h) A delegate to the Council shall, ipso facto, vacate office:
  - (1) If he or the member whom he represents or is employed by becomes bankrupt or makes an assignment for the benefit of creditors, or is suspended or expelled from membership; or
  - (2) If he ceases to be a representative or employee of a member; or
  - (3) If, by notice in writing to the Association, he resigns office.

## **SECTION 3 - FUNCTIONS OF THE COUNCIL**

- (a) The affairs of the Association shall, subject as hereinafter provided, be managed by the Council which may exercise all such powers of the Association as are not by law or by these By-laws required to be exercised by the Association in general meeting.
- (b) Without limiting the generality of the foregoing, the Council shall have the following powers and functions:
  - (1) To elect the Chairperson and two Vice Chairpersons;
  - (2) To elect the Directors of the Association;
  - (3) To decide on matters of policy affecting the Association;



- (4) To decide upon appeals by members of the Association against expulsion, suspension or fines of such members by the Board of Directors; and to allow or dismiss such appeal or to confirm or vary the Decision of the Board of Directors;
  - (5) To delegate, consistent with these By-laws, any of its powers to the Directors or to any particular Officer or Officers of the Association; and to revoke or vary the terms of any such delegation;
  - (6) To ratify acts of the Directors;
  - (7) To approve procedures for elections of delegates to the Council, of the Chairperson and Vice Chairpersons of the Council, and the Board of Directors;
  - (8) To establish from time to time the Trade Divisions in accordance with Article II, Section 3; and
  - (9) To give directives to a member or members concerning all matters relating to labour relations.
- (c) In addition to being entitled to be reimbursed for reasonable expenses incurred in connection with the business of the Association, each Council member shall be entitled to an annual honorarium in recognition of their contribution to the Association, provided he/she attends 75% of the Council meetings during the fiscal year. Trade Division Chairs are further entitled to a daily or partial day honorarium for days spent in collective bargaining for his/her trade division and collective bargaining preparation meetings.
- (d) The President and any staff member specifically requested by the Board shall attend meetings of the Council but shall have no vote thereat.

#### **SECTION 4 - CONSTITUTION OF COUNCIL**

For clarification purposes, notwithstanding Article III, Section 1, if:

- (a) A Trade Division does not have any Members;
- (b) The Members in the Trade Division fail to elect Delegates from their Trade Division to Council;
- (c) A Delegate vacates his office pursuant to Article III, Section 2, paragraph (h); or
- (d) A Delegate is removed from office pursuant to Article III, Section 2, paragraph (g)

the remaining Delegates shall constitute the Council.

### **ARTICLE IV - DIRECTORS**

#### **SECTION 1 - MEMBERS OF THE BOARD OF DIRECTORS**

- (a) The Board of Directors shall consist of at least six (6) Directors, two (2) of whom are Vice-Chairmen, plus the Chairperson of the Council and the immediate past Chairperson of the Council. Each shall be a delegate to the Council at the time of his election and shall be elected by the Council for a term of two (2) years. The immediate past Chairperson need not be elected.
- (b) Each year the Council shall elect three (3) Directors, as the case may be, for a term of two (2) years to fill the vacancies occurring by reason of the expiry of the terms of Directors. A Director shall be eligible for re-election.
- (c) A Director shall be a member of the Council during his term of office.
- (d) The Chairperson of the Council shall be Chairperson of the Board of Directors, Chairperson of the Coordinating Committee and an ex-officio member of all committees.
- (e) The Council shall have power to fill any casual vacancy occurring on the Board of Directors.
- (f) In addition to being entitled to be reimbursed for reasonable expenses incurred in connection with the business of the Association, each Director shall be entitled to an annual honorarium in recognition of their contribution to the Association, provided he/she attends 75% of the Board and Council meetings during the fiscal year.
- (g) Any Director may be removed from office by a special resolution of the members of the Association.

- (h) A Director shall, ipso facto, vacate office:
  - (1) If he or the member whom he represents or is employed by becomes bankrupt or makes an assignment for the benefit of creditors, or is suspended or expelled from membership; or
  - (2) If he ceases to be a representative or employee of a member; or
  - (3) If, by notice in writing to the Association, he resigns office.

## **SECTION 2 - FUNCTIONS OF THE BOARD OF DIRECTORS**

- (a) The Board of Directors shall be the executive of the Council and shall be responsible for the administrative duties of the Association and shall perform such specific functions as may be delegated to the Board from time to time by the Council, or as provided for in these By-laws.
- (b) The Board of Directors shall make submissions to the Council, with respect to various matters requiring policy decisions from time to time.
- (c) The Board of Directors shall make submissions to the Council with respect to other matters of importance concerning the Association.
- (d) The Board of Directors shall make interim decisions on questions of policy in respect of matters in connection with which no policy decision has been made by the Council.
- (e) The Board of Directors shall process all applications for membership and assign members to Trade Divisions as provided in Article II, Section 2.
- (f) The Board of Directors may appoint such standing and special committees having such duties as the Board may from time to time determine.
- (g) The Board of Directors shall meet at least twice in each calendar year.
- (h) The President and any staff member specified by the Directors shall attend the meetings of the Board of Directors but shall not be eligible to vote thereat.

## **SECTION 3 - GOVERNANCE UNTIL FIRST ANNUAL GENERAL MEETING**

For clarification purposes and notwithstanding any other Section of these By-Laws, the affairs of the Association shall, from the date the Association came into existence to and including the date of the first annual general meeting of the Members, be managed by the Directors who may exercise all the powers of the Association that are not by law or by these By-Laws required to be exercised by the Association in general meeting and further the Directors shall, to and including the first annual general meeting of the Members, have the powers and functions referred to in Article III, Section 3, paragraph (b) and all of the powers and functions exercised and acts, contracts and proceedings performed, entered into and taken by the Directors from the date the Association came into existence to and including the date of adoption of this By-Law are hereby ratified, sanctioned and confirmed.

Further, for clarification purposes, the Directors referred to in this Section shall mean the Founding Directors of the Association.

## **ARTICLE V - NEGOTIATIONS**

### **SECTION 1 - NEGOTIATING COMMITTEES**

- (a) Each Trade Division shall elect, at a meeting of members of that Trade Division, a Negotiating Committee and Chairperson of the Negotiating Committee, for the purpose of conducting negotiations with its respective trade union. The Chairperson of the Negotiating Committee shall be the Trade Division representative on the Council Coordinating Committee.
- (b) Each Trade Division shall advise the Council whether or not they wish to have a staff person participate in their negotiations as either a spokesperson or secretary.

- (c) Notwithstanding paragraph (a) hereof if a Trade Division does not have any Members or if the Members of a Trade Division fail to elect a Negotiating Committee and/or a Chairperson of the Negotiating Committee, the Chairperson of the Council shall appoint a Negotiating Committee and/or Chairperson of the Negotiating Committee for the Trade Division.
- (d) Where there are no Members covered by a specific collective agreement (“empty agreement”), or members are unwilling to participate in the negotiation process, then the Chairperson of the Council shall appoint the President as the negotiating committee on behalf of the Association.

## **SECTION 2 - COORDINATING COMMITTEE**

- (a) The Coordinating Committee, to be established by the Board, shall be made up of one representative appointed by and from each Trade Division, the President and the Chairperson of the Council.
  - (1) The Co-ordinating Committee shall meet at the call of the Chair for the purpose of:
    - (A) Receiving, tabulating and reviewing the draft negotiating policies from the Trade Divisions prior to the commencement of any negotiations;
    - (B) Developing negotiating policies and guidelines that will form the basis for current negotiations; and
    - (C) Reviewing and revising the negotiating policies and guidelines throughout negotiations as required.
    - (D) Reviewing and revising the negotiating policies and guidelines for empty trade divisions or collective agreements throughout negotiations as required.

## **SECTION 3 - POLICIES AND PROCEDURES**

- (a)
  - (1) Each Trade Division shall have the responsibility of drafting negotiating policies for the purpose of the Board reviewing such policies with other Trade Divisions.
  - (2) Such negotiating policies as are adopted by the Trade Divisions shall constitute the policies of Council, and the respective Negotiating Committee, as they apply to each Trade Division
  - (3) Each Negotiating Committee shall be obligated to adhere to the negotiating policies established pursuant to Article V, Section 3(a)(1), or as may be revised pursuant to Article V, Section 3(b) or Section 3(c).
- (b) During the negotiations and upon request of a Negotiating Committee, the policies established pursuant to this Article V may be reviewed, and if required, revised with the concurrence of the Coordinating Committee. Upon the request of a Negotiating Committee requesting a review or revisions, the Coordinating Committee shall be called to meet on a maximum of three (3) days' notice for that purpose.
- (c) Provided the procedure in Article V, Section 3(b) has been pursued, and the concurrence of the Coordinating Committee to revise negotiating policy has not been received, a Trade Division may elect to revise negotiating policies, but only if:
  - (1) a resolution is passed by the majority of the members of the Trade Division in attendance at a meeting; and
  - (2) a notice is sent not more than three (3) days prior to the meeting to all members of the Trade Division specifying the express purpose of the meeting; and
  - (3) all members of the Board are provided the same notice as in (2) above, and are therewith invited to attend the meeting and express the views on the subject without the right to vote thereon.
- (d) All collective bargaining agreements shall be executed by the persons designated by the Trade Division.

## **ARTICLE VI - STAFF**

- (a) The staff hereinafter set forth shall be appointed by the Board of Directors at such salary and upon such terms and conditions of employment as the Board of Directors shall determine.

(1) **PRESIDENT**

He shall be the chief executive officer of the Association. He shall be responsible for the general management of the affairs of the Association under such policy as may be laid down by the Council and such directions as may be given to him by the Board of Directors. He shall be responsible to the Board of Directors. He shall advise members concerned of the receipt of notice from a trade union

or the giving of a notice by the Association requiring the commencement of collective bargaining. He shall give directions to the other members of the staff of the Association and shall participate directly in negotiations as appropriate in the circumstances subject to policies and directives which may be laid down from time to time by the Board of Directors and Council;

(2) **OTHER STAFF**

The Board may from time to time make provision for the creation and fulfilment of additional staff positions and for additional duties on a full time, part time, consulting or retainer basis.

## **ARTICLE VII - MEETINGS**

### **SECTION 1 - ANNUAL GENERAL MEETINGS**

The Annual General Meeting of the Association shall be held at least once in every calendar year and:

- (a) Not more than fifteen (15) months after the adjournment of the previous annual general meeting, at such time and place within the Province of Saskatchewan as the Council shall determine;
- (b) The business to be conducted at the annual general meeting shall be to receive the annual report of the Directors, the financial statements for the preceding year, to receive the result of the election of delegates to the Council, and to appoint an auditor for the ensuing year;
- (c) The Chairperson of the Council, or in his absence one of the Vice Chairmen, shall preside at the annual general meeting and at all special general meetings.

### **SECTION 2 - SPECIAL GENERAL MEETINGS**

- (a) Special general meetings of the members of the Association may be called at any time by:
- (1) The Chairperson of the Council pursuant to a resolution of the Board of Directors or the Council, or
- (2) By the Chairperson of the Council upon a written request of five (5) members in good standing or, in default of being so called, within ten (10) days of the written request, a special general meeting may be called by notice signed by the said five (5) members.

### **SECTION 3 - MEETINGS OF THE COUNCIL**

Meetings of the Council shall be held twice in each calendar year if practical at the call of the Chairperson or upon a notice signed by three (3) delegates to the Council. There shall be at least one meeting of the council each calendar year.

### **SECTION 4 - MEETINGS OF DIRECTORS**

Meetings of the Board of Directors shall be held four (4) times in each calendar year if practicable at a time to be fixed at the previous Directors' meeting or upon the call of the Chair or upon a notice signed by three (3) Directors. There shall be at least two (2) Directors' meetings in each calendar year.

## **ARTICLE VIII - NOTICES**

### **SECTION 1 - ANNUAL AND SPECIAL GENERAL MEETINGS**

Notice of the annual general meeting or a special general meeting shall be given in writing specifying the time and place of holding the meeting and the business to be transacted thereat and shall be mailed to all members in good standing of the Association not less than twenty (20) days prior to the date set for the meeting.

### **SECTION 2 - EMERGENCY SPECIAL GENERAL MEETINGS**

In the Case of emergencies as determined by the Chairperson of the Council or, in his absence, by one of the Vice Chairpersons, special general meetings may be called by letter, telephone call or facsimile specifying the time and place of the holding of such meeting, mailed, made or dispatched to all members not less than twenty-four (24) hours prior to such meeting.

### **SECTION 3 - COUNCIL and BOARD MEETINGS**

Notice of meetings of the Council or of the Board of Directors may be given at the previous meeting or may be given by notice in writing specifying the time and place of such meeting not less than ten (10) days prior to the date of such meeting.

### **SECTION 4 - EMERGENCY COUNCIL and BOARD MEETINGS**

In the case of emergencies as determined by the Chairperson of the Council or, in his absence, by one of the Vice chairpersons, meetings of the Council or of the Board of Directors may be called by letter, telephone call or facsimile specifying the time and place of the holding of such meeting, mailed, made or dispatched not less than twenty-four (24) hours prior to such meeting.

### **SECTION 5 - RECEIPT OF NOTICE**

- (a) Unless otherwise specified in these By-laws, a notice may be given by the Association to any member either to it personally or to its representative personally or by sending it by post or facsimile to it or its representative to the address within the Province of Saskatchewan shown in the records of the Association as the address for such member or its representative.
- (b) The failure to give notice of any meeting or the failure to receive any such notice shall not in any way invalidate any of the proceedings or actions taken at any meeting for which any such notice has been given.

## **ARTICLE IX - QUORUM**

### **SECTION 1 - GENERAL MEETING**

The quorum at a general meeting of the Association shall be fifteen (15%) per cent of the members in good standing, or fifteen (15) members, whichever is the lesser.

### **SECTION 2 - THE COUNCIL**

The quorum for meetings of the Council shall be one-third (1/3) of the number of people constituting the Council.

### **SECTION 3 - DIRECTORS**

The quorum for meetings of the Board of Directors shall be three (3) Directors.

## **SECTION 4 - LACK OF QUORUM**

In the event that a quorum is not in attendance, a meeting shall be adjourned to the same time and place one week hence, and written notice of the adjournment shall be mailed to all members or council delegates or Directors required to receive a notice of the meeting, and upon the adjourned meeting being convened, it shall be entitled to carry on business notwithstanding that a quorum is not present.

## **ARTICLE X - VOTING**

### **SECTION 1 - GENERAL MEETINGS**

Resolutions or subjects arising at general meetings, other than special resolutions, shall be decided by a simple majority of votes cast with the presiding chairperson having a second or casting vote in the event of a tie.

### **SECTION 2 - SPECIAL RESOLUTIONS**

In these By-laws "special resolution" means a special resolution as defined by the Non-Profit Corporation Act from time to time in force in Saskatchewan and includes a resolution passed in a general meeting by not less than three-fourths (3/4) of the votes of those members of the Association present at such general meeting who, being entitled to do so, vote thereon in person, and of which not less than twenty (20) days notice has been given.

### **SECTION 3 - TRADE DIVISIONS**

Each member in a Trade Division shall have one vote.

### **SECTION 4 - THE COUNCIL**

Each delegate to the Council shall have one vote and resolutions or subjects arising at meetings shall be decided by a simple majority with the presiding chairperson having a second or casting vote in the event of a tie.

### **SECTION 5 - DIRECTORS MEETINGS**

- (a) Each Director shall have one vote and resolutions or subjects arising at meetings shall be decided by a simple majority with the presiding chairperson having a second or casting vote in the event of a tie.
- (b) A resolution assented to and adopted by writing under the hands of all the Directors, though not passed at a Directors' meeting, shall be of the same force and effect as if it had been passed at a Directors' meeting.

### **SECTION 6 - RATIFICATION OF COLLECTIVE BARGAINING SETTLEMENTS**

- (a) Ratification votes shall be conducted in accordance with the provisions contained in The Construction Industry Labour Relations Act, 1992.
- (b) In the absence of such provisions:  
  
Each General Member of a Trade Division shall be entitled to one vote on a proposed collective bargaining agreement or settlement applying to him. Ratification shall be by simple majority of votes cast, and a tie vote shall constitute non-ratification.
- (c) If a proposed collective bargaining agreement subject to ratification is an empty agreement or if no votes are received, the respective Trade Division Chair will have sole authority to ratify or not ratify an agreement. If there is no Trade Division Chair for that Trade Division, the Chairperson of the Council will cast a vote on the ratification of the relevant collective bargaining agreement.

## **SECTION 7 - PROXIES**

Voting by proxy shall not be allowed, but a member being a firm or corporation may nominate a representative pursuant to Article II, Section 4(a)(1) which representative of that member shall be entitled to vote for such member at general meetings provided that the representative, if a member of a Trade Union, is also a shareholder of the firm or corporation.

## **SECTION 8 - BALLOTS**

Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a member entitled to vote at the meeting.

A member may demand a ballot either before or after any vote by show of hands.

## **ARTICLE XI - DUES, FEES AND ASSESSMENTS**

- (a) The Council may from time to time levy such dues, fees and assessments as it shall determine, based upon a lump sum for a stated period, a formula of a cent or cents per man hour worked by specified employees of members or upon such other formula or formulae.
- (b) Dues, fees and assessments shall be remitted to the Association upon the dates or times determined by the Council.
- (c) To facilitate collection of dues, fees and assessments, every unionized employer in a Trade Division shall provide the Association with the following information on a monthly basis:
  - (1) the number of employees in the Trade Division that are employed by the unionized employer;
  - (2) the number of hours worked in a month by the unionized employees employed by the unionized employer in the trade division; and
  - (3) any other information that is necessary in the opinion of the Association for the calculation of dues, fees and assessments that are payable by the unionized employer in the Trade Division.
- (d) Notwithstanding any other Section of these By-Laws:
  - (1) Every Unionized Employer, as defined in The Construction Industry Labour Relations Act, 1992 (called the "Act"), in the Trade Divisions represented by this Association, shall, on or before February 28, 1994, pay a Contract Administration and Industry Development Fee to the Association;
  - (2) The Contract Administration and Industry Development Fee payable pursuant to this paragraph shall be determined by a formula and shall be an amount equal to the number of man hours worked during the period commencing March 1, 1993 and ending February 28, 1994 by the employees working in each Trade Division of the Unionized Employer multiplied by eight (\$0.08) cents an hour;
  - (3) Any dues, fees or assessments except membership fees paid by any member or any Unionized Employer, as defined by the Act, to the Association during the period commencing March 1, 1993 and ending February 28, 1994 shall be credited to any amount payable by the Member or the Unionized Employer pursuant to this paragraph; and
- (e) The Council may, for the period from and after March 1, 1994, fix, from time to time, the Contract Administration and Industry Development Fee to be payable by every Unionized Employer, as defined by the Act, and until such fee is fixed by the Council, the fee shall be an amount equal to the number of man hours worked in a month by the employees employed by the Unionized Employer as defined by the Act multiplied by eight (\$0.08) cents an hour and such fee shall be payable monthly, within fifteen (15) days after the end of each month.

## **ARTICLE XII - BORROWING POWERS**

### **SECTION 1**

Subject to the provisions of the *Non-Profit Corporations Act*, the Directors may borrow or raise and secure the payment or repayment of moneys in order to meet the expenses of the operation of the Association and in furtherance of the objects of the Association.

### **SECTION 2**

The Association shall open at least one account with a chartered bank and cause to be deposited therein all moneys received by the Association. Cheques drawn on the bank account shall be signed by such person or persons as may be authorized by the Directors from time to time.

### **SECTION 3**

The Directors may authorize such person or persons as they designate to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments.

## **ARTICLE XIII - AUDIT**

### **SECTION 1**

The books and accounts of the Association shall be audited at least once a year by a chartered accountant or firm of chartered accountants who shall be appointed by the members at the annual general meeting each year.

### **SECTION 2**

In the event of the resignation of the auditor or his inability to act as auditor, the vacancy shall be filled by the members at a special general meeting of the members called for that purpose.

### **SECTION 3**

The auditor shall report to the members at the annual general meeting.

## **ARTICLE XIV - SEAL**

### **SECTION 1**

The seal of the Association shall be kept in the custody of the President.

### **SECTION 2**

The seal shall not be affixed to any instrument, except by the President and one (1) of the Chairperson or the Vice chairpersons of the Council or by authority of a resolution of the Board of Directors and in the presence of such officers of the Association as may be prescribed in and by such resolution.



## **ARTICLE XV - AMENDMENT OF CONSTITUTION AND BY-LAWS**

### **SECTION 1**

The By-laws of the Association may be altered or added to by a special resolution of the members at any General Meeting of the Council of which not less than fourteen (14) days' notice specifying the intention to propose the Resolution has been given to the members. Notice of every proposed amendment shall be given in writing to the President at least one month prior to the date of the meeting. No such amendment shall be in force or acted upon until filed with the Director appointed under the Business Corporation's Act, and it shall be the duty of the President to forward to the members a copy of such approved amendment. Amendments to the amendment may be discussed and voted on at the same meeting.

## **ARTICLE XVI - MINUTES, BOOKS AND RECORDS**

### **SECTION 1**

The President or someone designated by him shall record minutes of the meetings of the Association, the Council and of the Directors, and, if so required by the committee concerned, minutes of the meetings of committees. Such minutes shall be kept in the custody of the President. The President shall also keep a register showing the names and addresses of all members, which register shall show if a member is in good standing or not and shall produce such register at all annual and special general meetings and when so required by the Directors.

### **SECTION 2**

The President shall keep proper records of all receipts and disbursements and all revenue and expenditures of the Association. He shall cause to be deposited all moneys belonging to the Association in the bank account or accounts of the Association and shall pay all accounts payable of the Association out of the funds of the Association. The President shall prepare and submit to the Directors at any time when requested a report of the finances of the Association.

### **SECTION 3**

All books and records shall be kept at the head office of the Association and shall be available for inspection by any member in good standing at such times and on such days as shall be prescribed by the Directors.

## **ARTICLE XVII - WINDING UP**

In the event of the dissolution of the Association, its property and assets shall, after paying all claims or after making adequate provision to pay all claims, be ratably distributed among members in proportion to the contributions made by them during the course of their membership in the Association.

## **ARTICLE XVIII - INDEMNITY**

The Association shall indemnify each member of the Council and of the Board of Directors for any liability which shall be incurred by them by reason of the management of the Association's business and acts done in good faith pursuant to these By-Laws.