



Draft language for members re By-Law changes

Please see cca-acc.com/wp-content/uploads/2024/01/CCA-Bylaws-no-1-July-2023-with-proposed-amendments.pdf for a comparison of the current CCA by-laws now in force against the proposed draft by-law. This document shows the proposed changes that CCA's members will be asked to approve at our upcoming annual meeting.

There are a number of changes to review, as follows:

1. Changes to membership:

- a. The proposed amendments to Section 11.1 reflect a change to the definition of a Non-Integrated Member, to include that membership in that category is available to sole proprietorships or corporations that operate in the Canadian institutional, civil or industrial construction industry. The current wording only includes those involved in the Canadian commercial construction industry.
 - b. The proposed Section 11.3 adds a new category of membership for Integrated Associations, which are defined as a provincial or regional construction association that will require its own members and affiliates to become members of CCA as Integrated Members. Currently Integrated Associations are defined as Associates of the CCA pursuant to Sections 17, 18 and 19 of the by-laws, which means that they are not members and do not have the right to vote as members. This change means that going forward, Integrated Associations will be entitled to the rights of membership, including voting at meetings of members. Pursuant to Section 12.2 Integrated Associations will not have to pay fees or dues to CCA, other than those CCA fees or dues that may be collected by the Integrated Associations from their Integrated Members for remittance to CCA, or payable to CCA by an Integrated Association on behalf of its Integrated Members.
 - c. The proposed amendments to Section 13 provide that if an Integrated Association withdraws from CCA, or its membership is terminated, the memberships of its Integrated Members are not automatically terminated and that the Integrated Members shall retain their memberships until they otherwise expire or are terminated pursuant to this by-law.
2. **Changes to absentee voting:** The proposed new Section 27 has been added to allow for CCA members who will not attend a meeting of the members to vote prior to the meeting by mailed in or electronic ballot. Without this inclusion, absentee voting is not permitted at meetings of the members.
 3. **Proposals:** The proposed Section 28 sets-out the existing rules in the *Canada Not-for-Profit Corporations Act* (the "Act") as to member proposals. Members have the rights set out in this Section pursuant to the Act, so this has been added for clarity. The proposed Section 29 provides that the costs of a proposal shall be paid by the member submitting same, unless the members otherwise resolve at the meeting where the proposal is presented. In order for this to apply, it must be included in the by-laws. The rationale for this inclusion is to ensure that the CCA is not responsible for the costs of proposals unless the members believe this is appropriate.

4. **Business at meetings of the members:** The new Section 30 reflects the requirements of the Act as to annual meetings, special meetings and notices of business to be considered. These rules apply whether or not these provisions are included but have been added to the by-law for clarity.
5. **Changes to the Board, the election of directors and the selection of officers:**
 - a. Section 31 has been amended to include: two (2) additional directors, who will be staff members of Integrated Associations; and one (1) additional director that is not a member or an individual associated with a member, referred to as an Independent Director.
 - b. The new Section 34 provides that no nominations for directors will be accepted from the floor of the annual meeting. The rationale for this change is to ensure that the CCA can confirm that all proposed directors are eligible to serve and that the members have notice of director candidates so that they can make a reasoned decision as to how to cast their ballots.
 - c. Section 47 has been amended to reflect that directors that are employees/staff members of an Integrated Association and the Independent Director cannot serve as officers of the CCA.

In addition to the above, you will notice some other changes throughout the by-law – where we have not specifically addressed a change above it is because it is a housekeeping change – either to add a definition to reflect one of the above, or to clarify the existing law or practice in respect of matters already included in the by-law.