

General Operating By-law No. 1

ELECTRICAL CONTRACTORS ASSOCIATION OF CENTRAL ONTARIO
(ECACO)

April 25, 2023

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General Operating By-law No. 1

ELECTRICAL CONTRACTORS ASSOCIATION OF CENTRAL ONTARIO

A by-law relating to the transaction of the activities and affairs of **Electrical Contractors Association of Central Ontario** (the “Corporation”).

Be it enacted as a by-law of the Corporation as follows:

ARTICLE 1 INTERPRETATION

1.1 Definitions

In this By-law, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as from time to time amended;
- (b) “**Articles**” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special legislation;
- (c) “**Board**” means the board of directors of the Corporation
- (d) “**By-law**” means this by-law of the Corporation and all other by-laws of the Corporation;
- (e) “**Chair**” means the chair of the Board who also will be the President;
- (f) “**ECACO**” means the Electrical Contractors Association of Central Ontario;
- (g) “**Director**” means an individual elected or appointed to the Board;
- (h) “**Electrical Contractor**” means any person, firm or corporation that carries on by themselves or itself, or by an agent, the business of making electrical installations in the geographic jurisdiction of the Corporation and signatory to an agreement with the IBEW;
- (i) “**Electrical Installation**” means a system or part of a system of wiring installed or to be installed in or upon any land, building or premises from the point or points of delivery of electric power or energy or communications equipment or cabling therein or thereon by the supply authority or from other sources of supply, up to the point or points where the power or energy or communications equipment or cabling

- can be consumed or used therein or thereon by any electrical equipment and the expressions “Work on an electrical installation” or “Make an electrical installation” include the installation, maintenance, alteration, extension and repair of the wiring and the connection of the wiring with any of the electrical equipment communications equipment or cabling or with any other part of the wiring system;
- (j) “**Electrical Trade Bargaining Agency**” or “**ETBA**” means the agency established by the Corporation and designated by the Minister of Labour of Ontario as the exclusive bargaining agent in Ontario for all employers of the members of the IBEW;
 - (k) “**holiday**” has the meaning set out in the *Legislation Act, 2006* (Ontario);
 - (l) “**IBEW**” means the International Brotherhood of Electrical Workers;
 - (m) “**in good standing**” when used in connection with a Member means that such Member has paid all dues and fees of the Corporation for the current calendar year within the time limited therefor and is not under suspension for any reason;
 - (n) “**LRA**” means the *Labour Relations Act, 1995*, S.O. 1995, c. 1, Sched. A., as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the LRA shall be read as references to the substituted provisions therefor in the new statute or statute;
 - (o) “**Members**” means members of the Corporation as described in Article 2;
 - (p) “**Nominations Report**” means the nominations report prepared by the Board under Article 4;
 - (q) “**ordinary resolution**” means a resolution that, is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney;
 - (r) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative;
 - (s) “**Principal Agreement**” means
 - (t) “**Rules and Policies**” means a rule or a policy adopted by the Board in accordance with section 14.2;
 - (u) “**Signing Officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Articles 3, 5 or 6 of this By-law or

by a resolution passed pursuant thereto or by other signing protocol authorized by the Board;

- (v) “**special business**” has the meaning given to such term in the Act and includes any business other than: consideration of the financial statements, consideration of the audit or review engagement report (if any), an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, election of Directors and reappointment of the incumbent auditor or person appointed to conduct a review engagement;
- (w) “**special resolution**” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney;
- (x) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer network.

1.2 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

ARTICLE 2 MEMBERSHIP IN THE CORPORATION

2.1 Members

Subject to the Articles, there shall be one (1) class of Members in the Corporation, consisting of such persons representing corporations, partnerships and other legal entities carrying on a contractor signatory to an agreement with the IBEW as are admitted as a member of the Corporation by the Board. Each Member shall be entitled to receive notice of and attend all meetings of Members. At every meeting of Members, each Member in good standing shall have one (1) vote. Membership shall only be available to persons who:

- (a) have made an application for membership as prescribed by the Board;
- (b) maintain the qualifications for membership under the By-laws and the Rules and Policies of the Corporation;

- (c) have paid the appropriate fees; and
- (d) undertake to be bound by the By-laws of the Corporation.

2.2 Fees

Each Member must pay dues as per the Principal Agreement to the Administrator by the 15th day of the month following the month worked. In addition, the Board may:

- (a) require Members to make an annual contribution or pay annual dues or fees or remittances to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid;
- (b) from time to time levy such dues, fees and assessments as it shall determine, based upon a formula of a cent, cents or fraction of a cent per hour earned worked by specified employees of Members and other employers represented by the Corporation in its capacity as an accredited employers' organization under the *Labour Relations Act*, as amended from time to time or any successor legislation, or upon some other formula or formulae, and any such dues, fees or assessments shall be remitted to the Corporation upon the dates or times and in the manner determined by the Board.

Members may be notified in writing of the membership contribution or dues at any time payable by them by the Corporation.

2.3 Transferability

A membership may only be transferred to the Corporation.

2.4 Termination of Membership

The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies or resigns;
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By-law;
- (c) the Member's term of membership expires, if any;
- (d) at the discretion of the Board, exercised by resolution, when the Member fails to pay any fees or dues owing for a period of three (3) months;
- (e) at the discretion of the Board, exercised by resolution, when the Member fails to comply with any Policy around payment of fees or dues; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles or By-law, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

2.5 Member Resignation

Any Member (i) whose account is fully paid and (ii) who is not carrying on by themselves or by an agent, the business of making Electrical Installations in the geographic jurisdiction of the Corporation and signatory to an Agreement with the IBEW and (iii) no longer owns or operates by themselves or by agency a business of making Electrical Installations, may resign as a Member by delivering a written resignation to the Secretary of the Corporation, in which case such resignation shall be effective from the date of acceptance of the resignation by the Board.

2.6 Member Discipline or Expulsion

The Board, by resolution passed by at least two-thirds ($2/3^{\text{rds}}$) of the votes cast, shall have the power to censure, suspend, expel or otherwise discipline a Member following circumstances:

- (a) the Member violates any provision of the Articles, By-law, Rules and Policies of the Corporation; or
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.

In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this section 2.6 are in addition to any Rules and Policies adopted by the Board from time to time.

2.7 Reinstatement of Membership

The membership of a former Member shall be reinstated:

- (a) if the membership was terminated for non-payment of dues and fees, upon payment of dues and fees owing at the time of termination; or
- (b) if the membership was terminated for reasons other than non-payment of dues and fees then upon application by the former Member for reinstatement and approval of the application by the Board by resolution passed by at least two-thirds ($2/3^{\text{rds}}$) of the votes cast at a meeting called for the purpose, among others, of considering

the application, providing the applicant has first prepaid the appropriate dues and fees referred to in paragraph (a) of this section.

For clarity, the Board shall determine if such reinstatement includes the continuation of any office held by any such Member, if any.

2.8 Good Faith

The Corporation shall not prevent any applicant from becoming a Member of the Corporation. The Corporation shall not act in a manner that is arbitrary, discriminatory or in bad faith in its representation of any employer in connection with labour negotiations whether or not the employer is a Member of the Corporation and the Corporation shall not discriminate against any employer in the matter of fees, dues or levies whether or not that employer is a Member of the Corporation.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 Location

Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

The annual meeting of Members shall be held not later than fifteen (15) months after the last annual meeting and within six (6) months of the financial year end. 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.

3.3 Calling Meetings

The Board or the Chair or the Vice-Chair shall have power to call, at any time, a meeting of the Members.

3.4 Quorum

Not less than ten (10) of the Members in good standing entitled to vote present in person, including persons present by telephonic or electronic means if permitted by the By-law, or by proxy at a meeting of Members will constitute a quorum, provided that at least seven (7) Members are present in person, including present by telephonic or electronic means. If a quorum is present at the opening of a Members' meeting but quorum is lost during the course of the meeting, the meeting shall be declared adjourned by the chair to a fixed time and place determined by the Members present.

3.5 Notice and Proxies

- (a) Notice of the time and place of a meeting of Members shall be given:
 - (i) to each Director,
 - (ii) to each Member entitled to receive notice, and
 - (iii) to the auditor of the Corporation or the person appointed to conduct a review engagement of the Corporation,

by sending notice by one of the methods set out in section 15.1 addressed to such person at their most recent addresses as shown on the Corporation's records not less than ten (10) days and not more than fifty (50) days prior to the meeting.

- (b) The Corporation may send, or otherwise make available, a form of proxy to each Member who is entitled to receive notice of the meeting concurrently with or before giving the notice of the meeting of Members. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned meeting of the Members before which time proxies to be used at that meeting of Members must be deposited with the Corporation, and such time shall be specified in the notice of the meeting. A proxyholder must be a Member.
- (c) Notice of a meeting of Members at which Directors are to be elected shall include the Nominations Report.
- (d) Notice of a meeting of Members at which special business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any special resolution to be submitted to the meeting.
- (e) The Board may fix in advance a record date for determining Members entitled to receive notice of and to vote at a meeting of the Members. The record date must be not more than fifty (50) days prior to the date of the meeting of Members. If no record date is fixed, the record date for determining Members entitled to receive notice of and to vote at Members' meetings shall be (i) the close of business on the day immediately preceding the day on which notice is given, or (ii) if no notice is given, the day on which the meeting is held.
- (f) The Corporation is not required to give notice of a Members' meeting to Members who were not registered on the records of the Corporation on the record date determined under subsection 3.5(e).

3.6 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the voting rights under section 2.1.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or, subject to the Act, by either the Articles or this By-law.
- (c) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a ballot, the chair of the meeting shall have a vote to break the tie (but the chair of the meeting shall not vote at first instance).
- (d) At any meeting of Members, unless a ballot is demanded, an entry in the minutes of a meeting that the chair of the meeting declared that a resolution carried or carried unanimously or by a particular majority or defeated or not carried by a particular majority shall be proof of the fact in the absence of evidence to the contrary, provided, however any Member entitled to vote at the meeting may demand a ballot vote either before or after any vote by show of hands.

3.7 Chair of the Meeting

The chair of a meeting of the Members shall be:

- (a) the Chair of the Corporation; or
- (b) a Vice Chair of the Corporation, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent or unable to act. The Secretary, if one has been appointed and present at the meeting, shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.8 Adjourned Meetings of Members

If within one-half ($\frac{1}{2}$) hour after the time appointed for a meeting of the Members, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

3.9 Notice of Adjourned Meetings

If a meeting of Members is adjourned for less than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.

3.10 Telephonic or Electronic Meetings of Members

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available, and a person participating in the meeting by those means is deemed to be present at the meeting. A meeting of Members may be held entirely by telephonic or electronic means if the Members participating in the meeting consent to the holding of such meeting by such means and such means permit all participants to communicate adequately with each other during the meeting.

3.11 Voting by mail or by telephonic or electronic means

Members entitled to vote at a meeting of the Members may vote by mail or by telephonic or electronic means.

3.12 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the Articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

ARTICLE 4 DIRECTORS

4.1 Composition of Board

Until changed in accordance with the Act, the Board shall consist of eight (8) individuals. All such Directors shall satisfy the criteria set out in section 4.4 and shall be elected by the Members entitled to vote in accordance with section 4.7 or appointed in accordance with section 4.10.

4.2 Duties and Responsibilities

The Board shall manage or supervise the management of the activities and affairs of the Corporation.

4.3 Standard of care

Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the best interests of the Corporation;
- and

- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.4 Qualifications of Directors

An individual is disqualified from being a Director if they:

- (a) are less than eighteen (18) years of age;
- (b) are a person who has been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) has the status of a bankrupt; or
- (e) are not a Member or representative of a Member who has maintained good standing for at least twenty four (24) months prior to being either
 - (i) nominated in accordance with section 4.8; or
 - (ii) appointed in accordance with section 4.10.

The decision of the Board as to whether or not an individual is qualified shall be final.

4.5 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within 10 days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the 10 day period referred to in this section, the election or appointment is valid.

4.6 Vacation of Office

- (a) The office of a Director shall be automatically vacated:
 - (i) if a Director dies;
 - (ii) if a Director resigns;
 - (iii) if a Director is removed by the Members in accordance with this By-law; or
 - (iv) if the Director ceases to be qualified to serve as a Director in accordance with section 4.4;
 - (v) if the Director ceases to be a Member or a representative of a Member.

- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.
- (c) The Members may, by ordinary resolution at a special meeting of Members, remove from office any Director or Directors, and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed. Notwithstanding the foregoing, a Director elected by a class or group of Members that has an exclusive right to elect the Director may only be removed by an ordinary resolution of those Members.
- (d) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.7 Election and Term

Directors shall be elected annually for a term of one year provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 4.6 or until the end of the meeting at which their successor is elected or appointed.

4.8 Preparation and Distribution of Nominations

At least ninety (90) days prior to the annual meeting in each calendar year, the Board shall appoint a Nominating Committee composed of at least three (3) Members in good standing. The Nominating Committee shall consider and present the names of eight (8) Members or representatives of Members in good standing for election to the Board, after obtaining the consent from such Members to be included. At least sixty (60) days prior to the annual meeting any five (5) Members in good standing may nominate a Member in good standing for election to the Board, by delivering the nomination signed by the nominating Member, together with the consent of the nominated Member, to the Board care of the Corporation's offices. The way to be nominated as a Director to be elected at the annual meeting is through the processes set out in this section.

4.9 Distribution of Nominations

With the notice of the annual meeting, the Board shall mail or distribute electronically to each Member a list of the names of the individuals being nominated.

4.10 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be only appointed for the unexpired portion of the term of such Director's predecessor.

In the absence of a quorum of the Board, or if there has been a failure of the Members to elect the number of Directors (or minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a meeting of Members to fill the vacancy.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed shall not exceed one-third of the number elected at the previous annual meeting of Members.

4.11 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

ARTICLE 5 Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, or a Vice Chair or by any two (2) Directors.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular meetings of the Board at a place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

5.3 Telephonic or Electronic Meetings

If all the Directors have consented, a meeting of Directors or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

The Secretary, when directed or authorized in accordance with section 5.1 of this By-law, shall convene a meeting of Directors. Notice of meetings, other than regular meetings, shall be given to all Directors at least 48 hours prior to the meeting. The Chair may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Notice of a meeting of the Board is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

Notice of a meeting of Directors need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:

- (a) to submit to the Members any question or matter requiring the approval of the Members;
- (b) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement;
- (c) to appoint additional Directors;
- (d) to issue debt obligations except as authorized by the Directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal by-laws; or
- (g) to establish contributions to be made, or dues to be paid, by Members.

5.5 Quorum

Four (4) of the Directors shall constitute a quorum.

5.6 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual meeting of Members.

5.7 Persons Entitled to be Present

Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair. The Board may adopt a policy from time to time with respect to the attendance of the public at meetings of the Board.

5.8 Voting

Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.

5.9 Casting Vote

The chair of the meeting shall be able to vote at first instance and, in the event of an equality of votes, shall be able to cast a vote to break the tie.

5.10 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the chair of the meeting declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

5.11 Written Resolutions in lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors. The Corporation shall keep a copy of every written resolution with the minutes of the meetings of the Directors or of a committee of Directors.

5.12 Consent of Director

A Director is deemed to have consented to a resolution passed or action taken at a meeting of the Directors or of a committee of Directors if:

- (a) the Director was present at the meeting, unless,
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that their dissent be entered in the minutes of the meeting;
 - (iii) the Director gives their dissent to the secretary of the meeting before the meeting is terminated;
 - (iv) the Director submits their dissent immediately after the meeting is terminated to the Corporation; or
- (b) the Director was not present at the meeting and within seven (7) days after becoming aware of the resolution, the Director,
 - (i) causes their dissent to be placed with the minutes of the meeting; or
 - (ii) submits their dissent to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

5.13 Adjournment of the Meeting

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

5.14 Notice of Adjourned Meeting

At least twenty four (24) hours' notice of the adjourned meeting by an appropriate means shall be given to each Director.

ARTICLE 6 Interest of Directors or Officers in Contracts or Transactions

6.1 Declaration of Conflict

- (a) Any Director or officer who:
- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of their interest.

- (b) The disclosure required to be made, pursuant to subsection 6.1(a), by a Director shall be made:
- (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
 - (iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
 - (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.
- (c) The disclosure required to be made, pursuant to subsection 6.1(a), by an officer who is not a Director shall be made:
- (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;

- (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after he or she becomes so interested; or
 - (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after he or she becomes an officer.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 6.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Directors or Members, then the Director or officer shall disclose to the Corporation or request to have entered in the minutes of Directors' meetings the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the Act, Director referred to in subsection 6.1(a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 6.1(e), the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) Subject to the provisions of the Act, if all Directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the Members.

6.2 General and Continuing Disclosure of Interest

For the purposes of section 6.1, a general notice to the Directors by a Director or officer declaring that the Director or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

6.3 Conflict of Interest Policy

The provisions of this Article 6 are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE 7
PROTECTION OF OFFICERS AND DIRECTORS

7.1 Liability

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust provided that they have:

- (a) complied with the Act and the Corporation's Articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

7.2 Indemnities to Directors and Others

- (a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the request of the Corporation as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in subsection 7.2(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 7.2(c).
- (c) The Corporation shall not indemnify an individual under subsection 7.2(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity for which the individual acts or acted at the Corporation's request as a director or officer, or in a similar capacity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

7.3 Insurance

Subject to the *Act* and applicable laws, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 7.2, against any liability incurred by that individual in the individual's capacity as a director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 8 COMMITTEES

8.1 Committees

The Board may establish committees from time to time.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of committees, the chair of each committee and, if desirable, the vice chair thereof.

The members of any committee (other than a committee referred to in section 8.5, if any) need not be Directors of the Corporation. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair shall be *ex officio* members of all committees.

8.4 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

8.5 Delegation to a Committee

The Directors may delegate to any committee comprised entirely of Directors any of the powers of the Directors other than the following powers:

- (a) to submit to the Members any question or matter requiring the approval of the Members;

- (b) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) to appoint additional Directors;
- (d) to issue debt obligations except as authorized by the Directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal by-laws; or
- (g) to establish contributions to be made, or dues to be paid, by Members.

8.6 Executive Committee

The Executive Committee shall be comprised of the Chair, the Past Chair, the First Vice-Chair, the Second Vice-Chair, the Treasurer.

ARTICLE 9 OFFICERS

9.1 Officers

- (a) The officers of the Corporation shall include the Chair of the Board, who shall be the President. and may include one or more Vice Chairs (also called Vice Presidents), a Treasurer, a Past Chair (also called the Past President), a Secretary and a Treasurer or in lieu thereof a Secretary-Treasurer, and any such other officers as the Board may by resolution determine.
- (b) The officers shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur.
- (c) Subject to the Act, the Board may specify the duties of officers and delegate to them powers to manage the activities and affairs of the Corporation, except the power to do anything referred to in section 8.5.
- (d) A person may hold more than one office.
- (e) Officers of the Corporation shall be Directors.

9.2 Terms of Office

Unless otherwise provided in this By-law, the officers appointed by the Board shall hold office for one (1) year from the date of appointment or until their successors are appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

ARTICLE 10 DUTIES OF OFFICERS

10.1 Chair of the Board

- (a) The Chair shall be appointed by the Board from among the elected Directors.
- (b) The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.

10.2 Vice Chairs

- (a) A Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board.
- (b) Where two (2) or more Vice Chairs are appointed they shall be designated First Vice Chair, Second Vice Chair and so on. Each Vice Chair shall be appointed by the Board from among the elected Directors.
- (c) The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the duties of the Chair in the Chair's absence.

10.3 Treasurer

The Treasurer, if appointed, shall carry out the duties of the treasurer of the Corporation generally, and shall keep or cause to be kept full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books to be kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the by-law or the Board.

10.4 Secretary

The Secretary, if appointed, shall carry out the duties of the secretary of the Corporation generally, and 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. The Secretary shall give all notices required to be given to Members and to Directors. The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which shall be delivered up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall perform such other duties as may be prescribed by the by-law or the Board.

10.5 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been

appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 11 ORGANIZATION AND FINANCIAL

11.1 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

11.2 Execution of Documents

- (a) Subject to section 11.2(b), deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation (each a “**Document**”), any two (2) of the Chair, a Vice-Chair, the Secretary-Treasurer, or the Area Manager of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any Signing Officer may affix the seal of the Corporation to any Document, and may certify a copy of any Document, resolution, or by-law of the Corporation to be a true copy.

11.3 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

11.4 Financial Year

Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be the last day of December in each year. The Board shall approve annual financial statements of the Corporation that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before the annual meeting or, if the Corporation has not completed a financial year, that began on the date the Corporation came into existence and ended not more than six months before the annual meeting.

11.5 Appointment of Auditor

The Members entitled to vote shall, at each annual meeting, appoint a person as auditor who meets the independence and qualifications criteria set forth in the Act, to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the Act.

11.6 Labour Negotiations

The Board of Directors may in the name of the Corporation or in the name of any body or group to which authority has been properly delegated, make application or accreditation within any sector or sectors in any geographical area or areas as defined under the *LRA* or as determined by the Ontario Labour Relations Board, and each of the Members of the Corporation who are affected shall be deemed to have authorized such application or applications on its behalf.

ARTICLE 12 BOOKS AND RECORDS

12.1 Books and Records

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

ARTICLE 13 CONFIDENTIALITY AND RELATED MATTERS

13.1 Confidentiality

Every Director, officer and member of a committee of the Board of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee.

13.2 Board Spokesperson

The Board may give authority to one or more officers, Directors, or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

ARTICLE 14 RULES, POLICIES AND PROCEDURES

14.1 Rules of Order

Any questions of procedure at or for any meetings of Members, or the Board, or of any committee, which have not been provided for by the Act, this By-law or the Rules and Policies adopted from time to time by the Board, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

14.2 Rules and Policies

The Board may, from time to time, make such Rules or Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Corporation and the conduct of the Directors, officers and Members, provided however that any such Rule or Policy shall be consistent with the provision of the Act and the By-laws.

ARTICLE 15 NOTICES

15.1 Notice

Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to: (i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address. A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the *Act*; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario). The Secretary or designate may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.

15.2 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

15.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

15.4 Waiver of Notice

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive or consent to abridge the time for giving any notice required to be given to him,

her or it under any provision of the Act, the Articles or the By-law, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 16 AMENDMENT OF BY-LAW

16.1 Amendment

Subject to the Act, a by-law or an amendment to a by-law passed by the Board shall have full force and effect from the time of the Board resolution, or from such future time as may be specified in said Board resolution.

16.2 Member Approval

- (a) The Board shall submit all new by-laws, amendments to by-laws, or repeals of by-laws, to the Members at the next Members' meeting, and the Members may confirm, reject or amend the by-law, amendment or repeal by ordinary resolution.
- (b) Subject to section (d), new by-laws, amendments to by-laws, or repeals of by-laws shall be effective from the date of the Board resolution.
- (c) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (d) If the by-law, amendment, or repeal is not submitted to the Members at the next Members' meeting, it automatically ceases to have effect and any subsequent by-law amendment or repeal that has substantially the same purpose or effect shall not be effective until confirmed by the Members.
- (e) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (f) The Members entitled to vote at the meeting may confirm the by-law as presented, reject it or amend it. If rejected, it thereupon ceases to have effect and the Corporation shall revert to the by-law in force immediately prior thereto, provided that no act done or right acquired under any such by-law is prejudicially affected by any such rejection or refusal to approve. If approved, or approved as amended, the by-law remains effective in the form in which it was confirmed.

16.3 Repeal

All previous by-laws of the Corporation related to the subject matter of this By-law are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any

act done or right or privilege, obligation or liability acquired or incurred under such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

[Signatures on next page]

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Board by resolution dated January 24, 2023 and confirmed by the Members by resolution dated APRIL 25, 2023.



Chair



Secretary

Certificate of Amendment

Certificat de modification

Not-for-Profit Corporations Act, 2010

Loi de 2010 sur les organisations sans but lucratif

ELECTRICAL CONTRACTORS ASSOCIATION OF CENTRAL ONTARIO

Corporation Name / Dénomination sociale

238386

Ontario Corporation Number / Numéro de société de l'Ontario

This is to certify that these articles are effective on

La présente vise à attester que ces statuts entreront en
vigueur le

May 15, 2024 / 15 mai 2024

V. Quintanilla W.

Director / Directeur

Not-for-Profit Corporations Act, 2010 / Loi de 2010 sur les organisations sans but lucratif

The Certificate of Amendment is not complete
without the Articles of Amendment

Certified a true copy of the record of the
Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar



Ce certificat de modification n'est pas complet s'il
ne contient pas les statuts de modification

Copie certifiée conforme du dossier du
ministère des Services au public et aux
entreprises.

V. Quintanilla W.

Directeur ou registrateur



Articles of Amendment

Not-for-Profit Corporations Act, 2010

Corporation Name (Date of Incorporation/Amalgamation)

ELECTRICAL CONTRACTORS ASSOCIATION OF CENTRAL ONTARIO (March 01, 1971)

1. The name of the corporation is changed to:

Not amended

2. The number of directors or the minimum/maximum number of directors are amended as follows:

Minimum/Maximum

Min 3 / Max 8

3. The purposes of the corporation are amended as follows:

Not amended

4. The special provisions of the corporation are amended as follows:

To delete in their entirety the paragraphs headed THE HEAD OFFICE and AND IT IS HEREBY ORDAINED AND DECLARED from the Letters Patent of the corporation dated March 1, 1971, and replace them with the following:

Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of a corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by this Act.

5. The amendment has been duly authorized as required by sections 103 of the Not-for-Profit Corporations Act, 2010.

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

A handwritten signature in black ink, appearing to read "V. Quintanilla W.".

Director/Registrar, Ministry of Public and Business Service Delivery

6. The resolution authorizing the amendment was approved by the members of the corporation on:
April 30, 2024

The articles have been properly executed by the required person(s).

The endorsed Articles of Amendment are not complete without the Certificate of Amendment.

Certified a true copy of the record of the Ministry of Public and Business Service Delivery.

V. Quintanilla W.

Director/Registrar, Ministry of Public and Business Service Delivery