

RDCA  
Directors  
Handbook

2016

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Red Deer  
Construction  
Association

Association

When you are at the Board Room table or attending industry functions you are the Red Deer Construction Association.

As a Director, according to the bylaws, you are representing the RDCA, all its members and your industry. You have become a member of the body of governors of the local association and being a Director makes you a part of every decision that is attributed to RDCA.

You have been chosen by your peers to be an industry leader and to govern wisely. You are expected to maintain a global perspective and make those decisions that will enhance the business relationships within the construction industry.





# **Director's Handbook**

**2016 Edition**

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## **WHY ASSOCIATE**

The RDCA was formed as an organization of local construction members representing contractors, trades, sub-trades, suppliers and associates for the purpose of mutual protection and mutual benefit. RDCA joins groups from other local associations (LCA's) to form the Alberta Construction Association and work towards protecting industry interests at a provincial level and the Canadian Construction Association at the national level.

The construction industry takes action through association to achieve collectively goals that would be impossible for an individual.

The Association supports the industry through value-added services including business opportunities, scholarships, information sessions, networking, safety courses/seminars, partnerships, and government advocacy.

### **Highlights**

- Since 1999, COOLNet Alberta (Construction Opportunities Online Network) has posted over 23,000 tender opportunities across Alberta.
- RDCA has awarded over 90 scholarships for a grand total of over \$49,000.
- RDCA's partnership with the Alberta Construction Safety Association (ACSA) offers over 60 safety classes per year.
- Major local projects some of our members have been involved in include: Red Deer Cancer Center, Ronald McDonald House, Schlumberger, Red Deer Curling Centre and the Red Deer Wastewater Treatment Plant.
- The construction industry employs approximately 1.27 million Canadians or 7% of Canada's workforce. In Alberta, it generates more than \$40 billion a year in economic activity and employs 210,000 Albertans.

## **DIRECTOR DEFINED**

You are a leader who has accepted a special responsibility. You have stepped out front to give freely of your time and talent to help strengthen Alberta's construction industry through service to the Red Deer Construction Association (RDCA).

You have been successful in your own full-time field before being chosen by your peers to lead the RDCA as a board director. Your ability to take charge and make things happen has been recognized by those who appointed you to this prestigious position.

As an association leader, however, you are faced with a unique challenge and have a new opportunity to exercise your leadership. Now you must be able to subordinate your company and local construction association interests for the good of your industry as a whole. Your role in the RDCA is to work as the RDCA Board to solve industry problems and attain common goals. Yours is the special responsibility of furthering the purposes of the RDCA and helping to meet its objectives while inspiring others to take action and contribute their best.

A clear understanding of the responsibilities as an RDCA Director will assist you in fulfilling your leadership role.

## RESPONSIBILITIES OF DIRECTOR

You have been appointed by the Red Deer Construction Association because the members respect your good judgement and your understanding of your industry. Since the board is the main decision making body of RDCA and its legal representative, the members expect you not only to be responsive to their needs but also to be well informed and very prudent as you conduct the business of the organization. It is not necessary for you to handle administrative details or to concern yourself with day-to-day operations, yours is a governance role. You are expected to ensure RDCA's continuity by planning for the future, establishing and reviewing the major policies and programs that support its objectives and making sure it is fiscally sound.

### *Specific Responsibilities*

You come to the board meetings fully informed about the issues to be discussed. If you have questions on an agenda item, consult the president prior to the meeting.

- You help formulate and establish policies in the best interests of the RDCA members based on your up-to-date and thorough knowledge of their needs.
- You accept all specific assignments that result from action taken at board meetings and you support the policies and programs adopted by the board.
- You make decisions affecting RDCA's financial structure and resource allocation, and you approve an annual operating budget.
- You approve, establish, prioritize, and evaluate the programs and services of RDCA to be sure they serve the objectives of the organization.
- You learn the basics of association law as it applies to your duties. In addition you know the extent and limitations of your liability as a director.
- You examine your bylaws to be certain they are in keeping with changing social expectations and government regulations.
- You consider your public statements carefully because your remarks may be taken as official RDCA policy by association members and others. All Board members must support the policies, programs, and decisions of the Board otherwise the unity of purpose to achieve the collective good cannot be maintained.
- You keep accurate records of decisions and issues and report back in detail to the board of your local association and ensure that those reports are accurately transferred to the members of the local body.
- You organize or otherwise take part in local discussion groups to determine issues of importance that could or should be brought to the RDCA board for consideration and/or action. In keeping with a focus on issues affecting the industry as a whole, it is recommended that your discussions include Board

colleagues to gauge the importance of the issue before submitting your request to add a specific agenda item for the Board.

- You fulfill your responsibility to the members by seeking out their ideas, listening to their opinions, keeping them well informed, and showing them results. The members, in turn, provide you with much needed input to help you chart your association's objectives and goals. In effect, they serve as a weathervane pointing you to the key issues facing your industry.

## **2-WAY COMMUNICATION**

If a member asks: "what does RDCA do?" you know there has been a serious breakdown in communications. Communication is an essential fact of life for associations which depend on volunteers for their survival. Good communication demonstrates a genuine respect for an ever changing, multifaceted audience - an audience that seeks information, not commands. As an RDCA communicator you should constantly be on guard to ensure you are talking with people and not to them.

For your purposes as a director of RDCA you are primarily concerned with organizational communication: "the exchange of information, ideas and feelings down, up, and across organizational lines". It is the vital link of the chain of events comprising the process of governing RDCA effectively.

Organizational communication has two primary purposes;

- 1) To support organizational objectives, policies and programs; and
- 2) To meet member needs. Your challenge is to attempt to do both jobs well and the measure of success will be your ability to close the gap between the two.

The key to gaining support for RDCA's objectives, policies and programs is to serve the organization's internal audience (members): to know what information they want and to know how they want to receive it. Even though these needs may never be met completely, people who feel they "belong" and are important to organizational success will be much more likely to support RDCA than those who say that "the leaders hardly tell us anything and they could care less about what we think".

As an RDCA director you have a direct influence on the success of the organization by the amount of effort you expend on your communication responsibilities. RDCA cannot address the needs of your local association members if you, as their representative, fail to find out what those needs are and consequently then are



unable to bring them to the boardroom table. As the primary communicator between the RDCA and your members there are three tasks that you need to fulfill:

- 1) By spoken or written reports let your members know the goals, policies and programs of RDCA that can be harnessed to serve the local member needs;
- 2) Through meetings and discussions learn what the needs of your constituents are; and
- 3) Bring those needs to the boardroom table in a clear and presentable fashion for consideration by your fellow directors.

# **RDCA OBJECTIVES**

## **Mission Statement**

The Red Deer Construction Association exists to serve its' members; by displaying plans and information on current projects in the industry; by acting as their collective voice on issues of concern; and by promoting standards, education, and communication in an effort to benefit the industry and society.

## **Objective**

- To provide facilities and opportunities, for exchange of information and opinions between members.
- To promote liaison between construction trades and legislative bodies.
- To operate a plan room and circulate a weekly information Bulletin for members.
- To promote the safety of all workmen engaged in construction trades.
- To promote the education of the members in all matters affecting the building and construction industry.
- To encourage and promote an apprenticeship system.
- To promote excellence in the construction of buildings.
- To promote ethical business practices.
- To encourage arbitration as a means of settling disputes.
- To promote uniformity in contract forms and documents used in the building and construction trades.
- To work with the Alberta and Canadian Construction Associations.
- To promote the Association and extend its membership.
- To procure, furnish and maintain suitable facilities for the use of its members.

**Mandate**

- Represents the interests of and acts as the collective voice for the construction industry in Central Alberta to the local Government/municipalities and Industry related groups.
- Develops standard bidding, contractual and other industry practices in cooperation with owners, design professions, and other partners.
- Partners with local businesses, associations, government and educational institutions to promote the industry for its future growth.
- Promotes the importance of safety through education in all aspects of the commercial construction industry.
- Promotes the construction industry generally and member firms specifically.
- Coordinates the initiatives and activities of its members on matters of common interest, and
- Provides continuing education for members in specialized areas not offered elsewhere.

**Core Organizational Values****Quality service**

- Strive to meet member's needs through innovation, competence, and teamwork. Seek to "do it right" the first time.

**Respect**

- Act in a courteous, considerate, and responsive manner.

**Integrity**

- Act in an ethical, honest, and professional manner.

**Openness**

- Willing to listen to and share information with others.

**Accountability**

- Take ownership and responsibility for actions and their results.

**Governance**

- The Board of Directors governs the RDCA, with a Management Committee of the four elected officers (President, Senior Vice-Chairperson, Vice Chairperson, and Past President) and the Executive Director.

- The Board approves RDCA's Public and Operating policies. RDCA Policies and Committee Terms of Reference are published separately in the Board of Directors manual.

## **Core Services**

Standing and ad hoc committees are established to advise the Board on priority issues for the Association and determine annual objectives in each of the core service areas.

Committee terms of reference are approved by the Board of Directors.

### **1. Advocacy**

Communicate the interests of the construction industry to influence government and other stakeholders.

### **2. Promotion of industry practices and partnerships**

Work with construction owners, design consultants, members, and related organizations in the development, promotion, and adoption of standards of professionalism, integrity, and credibility, in the areas of: bidding, contracting, safety and sustainable building.

### **3. Promotion of a Skilled Workforce**

Contribute to member sustainability by supporting policies and initiatives to enhance the supply and skills of industry personnel, including communicating careers and labour market information.

### **4. Member Promotion and Development**

Promote and assist member companies through education and other services.



# Red Deer Construction Association Bylaws

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Updated: January 2014

***BY-LAWS OF THE RED DEER CONSTRUCTION ASSOCIATION***

**BE IT ENACTED** as a Bylaw of the "Red Deer Construction Association" as follows:

**ARTICLE 1 - DEFINITIONS AND INTERPRETATION****1.01 Definitions**

Where used in this Bylaw, unless the context otherwise requires, the following words and phrases shall have the meanings ascribed to them below:

- (a) "**RDCA**" means the Red Deer Construction Association;
- (b) "**Annual General Meeting**" means the annual meeting of the members of RDCA held in accordance with Article 7.01;
- (c) "**Application for Incorporation**" means the application for the incorporation of RDCA dated 1964/06/03;
- (d) "**Associate Member**" means a person, business or corporation that is indirectly involved with the construction field. This can include Architects, Engineers, Legal firms, Financial Institutions, Hospitality, Insurance and/or other firms deemed appropriate with offices in the Province of Alberta associated with the RDCA and granted the privileges set out in the Bylaws;
- (e) "**Audit**" means that review of the RDCA financial statements conducted by the Auditor in accordance with Article 9.06;
- (f) "**Auditor**" or "**Auditors**" mean that Person or Persons appointed to conduct the Audit in accordance with Article 9.06(a);
- (g) "**Bylaws**" mean this Bylaw and such other Bylaws as may be enacted by the members of RDCA from time to time;
- (h) "**Board**" means the Board of Directors of RDCA;
- (i) "**Committee**" or "**Committees**" means those Committees referred to in ARTICLE 6 ;
- (j) "**Director**" or "**Directors**" mean those Persons elected or appointed as Directors of RDCA in accordance with Articles 4.02 and 4.04;
- (k) "**Executive Committee**" means that committee of RDCA referred to in Article 6.01;

- (l) "**Executive Director**" means that Officer of RDCA appointed by the Board and having the duties set out in Article 5.06;
- (m) "**Fee**" or "**Fees**" means those Membership fees payable by the Members determined in accordance with Article 3.01;
- (n) "**Fiscal Year**" means the financial year of the RDCA referred to in Article 9.02;
- (o) "**Member**" or "**Members**" mean the Persons who are the members of RDCA described in Article 2.01;
- (p) "**Membership Classification**" means those classifications of Membership described in Articles 2.02 and 2.05;
- (q) "**Officer**" or "**Officers**" mean those Persons who are elected or appointed to the positions of the RDCA referred to in ARTICLE 5 ;
- (r) "**Person**" or "**Persons**" mean individuals, firms, partnerships, associations and corporations;
- (s) "**Policy**" or "**Policies**" mean those policies enacted or approved by the Board pursuant to Article 4.01(d);
- (t) "**President**" means that Officer of RDCA elected by the Members having the duties set out in Article 5.03:
- (u) "**Representative**" means that individual nominated and appointed by a Member to act for and on behalf of the Member or Associate Member for all purposes related to RDCA business;
- (v) "**Societies Act**" means the *Societies Act*, RSA. 2000, c. S-14, as from time to time enacted and all amendments thereto and includes the regulations made pursuant thereto;
- (w) "**Special Meetings**" means the meetings of the Members of RDCA held in accordance with Article 7.02;
- (x) "**Special Resolution**" means: (i) a resolution passed at a General Meeting or Special Meeting of which not less than 21 days' notice specifying the intention to propose the Special Resolution has been duly given, and by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy; (ii) a resolution proposed and passed as a Special Resolution at a General Meeting or Special Meeting of which less than 21 days' notice has been given, if all the Members entitled to attend and vote at the General Meeting or Special Meeting so agree, or (iii) a resolution consented to in writing by all the Members who would have been entitled at a General Meeting or Special Meeting to vote on the resolution in person.



- (y) **"Vice President"** means an Officer of RDCA elected by the Members having the duties set out in Article 5.04 and 5.05.

## 1.02 Societies Act

Any words or phrases defined in the *Societies Act* shall if they are not inconsistent with the subject or context hereof, bear the same meaning in these Bylaws.

## 1.03 Writing

Expressions referring to writing shall be construed as including references to printing, lithography, typewriting, photography and other modes of representing or reproducing words in a visible form.

## 1.04 Singular/Plural

Words importing the singular include the plural and vice versa; and words importing a male Person include a female Person and a corporation.

## 1.05 Rules of Construction

The Rules of Construction contained in the *Interpretation Act*, shall apply, to the interpretation of these Bylaws.

## 1.06 Headings

The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any Article or section nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

# ARTICLE 2 - MEMBERSHIP

## 2.01 Members

The following shall be Members of the RDCA:

- (a) the existing Members of the RDCA on the date that this Bylaw shall come into force;
- (b) any Person who is qualified to be a Member in accordance with the provisions of Article 2.02 who has delivered a Membership Application in accordance with Article 2.03 and has been approved by the Board.

## 2.02 Qualification for Membership

Membership in the RDCA is limited to those Persons and other entities located in the Province of Alberta, which shall have the following qualifications:

- (a) Associate Members: means a Person that is indirectly involved with the construction field. This can include architects, engineers, legal firms, financial institutions, hospitality, insurance and/or other firms deemed appropriate with offices in the Province of Alberta

- (b) Members: being those Persons carrying on business as general contractors, trade contractors, builders, and suppliers of goods and services to the construction industry in the Province of Alberta.

### 2.03 **Application for Membership**

Any Person who is qualified under the provisions of Article 2.02 desiring to become a Member shall apply for Membership by delivering an application to the Executive Director in a written form approved by the Board (the "Membership Application"), duly completed and signed by the applicant.

### 2.04 **Membership Approval and Classifications**

Upon the receipt by the RDCA of the Membership application referred to in Article 2.03, the Executive Director shall consider the application and in the event that the Board approves the application, the Executive Director shall assign the applicant to a Membership Classification which assignment shall be determined by the Executive Director on the basis of the designations referred to in Article 2.02.

### 2.05 **Rights and Privileges**

The rights and privileges of all of the Members of each of the Membership Classifications shall be those rights and privileges as set in this Bylaw.

### 2.06 **Obligations of Membership**

Every Member shall uphold, be bound, comply with, and will conform to the Articles of Incorporation and Bylaws of the RDCA and all rules and regulations from time to time passed by the Board.

### 2.07 **Expulsion of Members**

- (a) Failure to Pay Fees

The Membership of any Member shall be automatically terminated if such Member fails to pay any Fee to RDCA within sixty (60) days after it is due and provided that all provisions for late or deferred payment have been exhausted. Such termination of Membership shall not prejudice the Member's right to apply for re-admission. The Board shall upon receiving an application for re-admission from a terminated Member consider the application and upon its approval of the application and the payment of all outstanding Fees and any other outstanding costs associated with the notices and collection of such Fees, the Member shall be reinstated with full membership privileges.

(b) Just Cause

A Member who has been provided with not less than thirty (30) days notice in writing from the Executive Director of intent to expel the Member from Membership for just cause may, by a Resolution passed by a seventy five (75%) percent majority vote of the Board may be terminated as a Member.

**2.08 Withdrawal of Member**

A Member in good standing may resign from the RDCA upon the giving of written notice to RDCA at any time prior to June 1 in each year (stating the reason or reasons for resignation), filed with the Executive Director and such resignation shall take effect at the end of the Fiscal year in which the resignation was filed. Any Fees paid by the Member will not be reimbursed.

**2.09 Death of Member**

A Person shall cease to be a Member if the Member is an individual and the Member dies, or the Member is dissolved, or is declared bankrupt.

**2.10 Dissolution**

A Person shall cease to be a Member when the RDCA is liquidated or dissolved under the *Societies Act*.

**ARTICLE 3 - FEES, DUES AND ASSESSMENTS**

**3.01 Annual Fees Decided by the Board**

The Fees for each Membership Classification in the RDCA shall be in such amounts per annum and payable at such times as may be fixed and determined by the Board prior to October 1<sup>st</sup> of the year prior to when the next calendar year's fees become applicable.

**3.02 Pro-Rated Membership Fees and Early Payment Provisions**

The Board of the RDCA may permit pro-rated Membership Fees in addition to providing discounts or other incentives to applicants for Membership or to particular Members for paying Fees in advance.

**3.03 Extensions and Deferrals of Fees**

The Board may in its discretion, extend the time for payment of Fees and may defer suspension and the application of penalties relating to the payment of Fees, and may reinstate such Member upon payment of all arrears.

### 3.04 Suspension of Membership Privileges

During such time that a Member is suspended for its failure to pay its Fees, all of the rights and privileges of the Member shall be deemed to be suspended and without limiting the generality of the foregoing, the Member shall not be entitled to vote either as a Member and, if the Member is an individual or a Representative of a suspended Member, may not act as a Director, or receive the benefits of Membership in the RDCA.

## ARTICLE 4 - BOARD OF DIRECTORS

### 4.01 Authority of the Board

The management and administration of the affairs of the RDCA shall be vested in the Board. In addition to the powers and authorities given by these Bylaws, or otherwise expressly conferred upon it, the Board may exercise all such powers of the RDCA and do all such acts and things on its behalf as are not required to be exercised or done by the Members at Membership Meetings by the *Societies Act*, the Application for Incorporation or Bylaws. The Board shall have full power to make such Policies, rules and regulations for the conduct of its business of RDCA as the Directors think fit, provided that such Policies, rules and regulations are not inconsistent with the Application for Incorporation of the RDCA and these Bylaws.

The Board must:

- (a) ensure that RDCA's business conforms to all regulatory and legislative authorities (including the Act, the Certificate of Incorporation, the Bylaws, the policies and regulations);
- (b) set shorter term purposes, called goals and objectives;
- (c) appoint Representatives to the Committees; and,
- (d) pass Policies including rules and regulations relating to the business of RDCA which include but not be limited to:
  - (i) financial transactions, budget administration, accounting procedures, fund raising, grants, borrowing and investments;
  - (ii) Membership Categories, Fees, Representatives and Membership privileges;
  - (iii) employment and termination of employment, procedures and employee programs and benefits;
  - (iv) acquisition, sale, lease and maintenance of RDCA's assets;
  - (v) program development and implementation;
  - (vi) administration of both public and private business relationships;

- (vii) transactions which are in the ordinary course of business of RDCA;
- (viii) advertising and promotion of RDCA and its programs;
- (ix) licensing and protection of RDCA's trademarks, copyrights and licensed properties;  
and,

#### 4.02 **Composition of the Board**

The Board shall be composed of not less than ten (10) and not more than fifteen (15) Directors, determined and made up as follows:

- (a) a maximum of eight (8) individuals that are Representatives of Associate Members, or Members; and
- (b) a maximum of three (3) individuals that are Representatives of Associate Members; and
- (c) the Officers who shall be elected or appointed in accordance with the provisions of Article 5.01 and 5.02; and,
- (d) The individual that is the Executive Director shall be an ex officio Director with no voting privileges for the term of the Executive Director's appointment pursuant to Article 5.06.

#### 4.03 **Qualifications of Directors**

To become and remain a Director, a Person must be:

- (a) a Representative of an Associate Member or Member in good standing;
- (b) at least 18 years of age;
- (c) mentally competent;
- (d) not presently bankrupt;
- (e) resident in the Province of Alberta.

The provisions of 4.03(a) shall not apply to the Executive Director.

#### 4.04 **Election of Directors**

The election of Directors shall take place at Annual General Meetings and all of the individuals then in office whose terms as a Director are expiring, shall retire, but if qualified, shall be eligible for re-election. The number of Directors to be elected at any such meeting shall be the number of Directors then in office unless the Members otherwise determine.

#### 4.05 **Removal of Directors**

Subject to the provisions of the *Societies Act*, an individual may be removed as a Director on the basis of the following:

- (a) Members may by ordinary resolution passed at a Special Meeting remove a Director elected or appointed by the Members;
- (b) Where the Members have passed an ordinary resolution at a Special Meeting removing an individual as a Director for just cause, the vacancy created by such removal may be filled taking into consideration the provisions of Articles 4.02(a), 4.02(b) and 4.07, failing which, that Director's seat shall remain vacant until the next Annual General Meeting.

#### 4.06 **Directors' Terms of Office**

Excepting out the Executive Director and the Officers, the term of office for each Director shall be 2 years. A Director ceases to hold office when:

- (a) the Director is removed from office in accordance with the provisions of Article 4.05;
- (b) an individual no longer possesses the qualifications set out in Article 4.02;
- (c) an individual resigns from the position of Director; or
- (d) an individual is absent without reasonable excuse from three (3) consecutive meetings of the Board.

#### 4.07 **Vacancies.**

- (a) Subject to the provisions of the *Societies Act* and Articles 4.02(a) and 4.02(b), a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from a failure to elect the number of Directors required to be elected at any meeting of the Members.
- (b) An individual appointed or elected to fill a vacancy on the Board holds office for the unexpired term of his or her predecessor.
- (c) If there is not a quorum of the Board, or if there has been a failure to elect the number of Directors required by Article 4.02, the Directors then in office shall forthwith call a Special Meeting of Members to fill the vacancies and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

#### 4.08 **Duties of Directors**

A Director of the RDCA shall:

- (a) act honestly and in good faith and in the best interests of the RDCA and without limiting the generality of the foregoing a Director shall not act in the interests of the Member of which that individual is a Representative and shall act in the best interests of the RDCA in the event of a conflict as between the obligations of the Director to the RDCA and to the Member the Director represents; and,
- (b) exercise the care, diligence and skill of a reasonably prudent individual, in exercising his or her powers and performing his or her functions as a Director.

#### 4.09 **Remuneration of Directors**

No Director, with the exception of the Executive Director, shall be paid for services as a Director, but any expenses incurred by a Director on behalf of the RDCA may be paid by the RDCA with the approval of the Board.

#### 4.10 **Conduct of Business**

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting of the Board shall be decided by a majority of votes of the Directors present at the meeting. In the event of an equality of votes the President of the meeting shall not have a second or casting vote. Meetings of the Board may be held at regular intervals, at such places, at such times and upon such notice as the Board may by resolution from time to time determine. No notice of a Board meeting immediately following the Annual General Meeting is required. The quorum necessary for the transaction of business of the Board shall be fifty (50%) percent of the number of individuals then appointed as Directors.

#### 4.11 **Notices**

No formal notice of any meeting of the Board shall be necessary if all the Directors are present or if those absent have signified in writing their consent to the meeting being held in their absence. Meetings of the Board may be called by the President or by the Executive Director on the direction of the Executive Committee upon such notice in writing to the Directors seven (7) days in advance of the date specified for the meeting.

#### 4.12 **Meetings**

Meetings of the Board may be held either at the head office of the RDCA or at any place within Red Deer. A Director may participate in a meeting of the Board or of any Committee by means of conference telephone or other communications facilities by means of which all Directors participating in the meeting can hear each other and provided that all such Directors agree to such participation. A Director participating in a meeting in accordance with this Article shall be deemed to be present at the meeting and shall be counted in the quorum therefor and be entitled to speak and vote thereat.



#### 4.13 Quorum at Board Meetings

A quorum at all Board meetings shall be fifty (50%) percent of all of the Directors. If a quorum is present at the opening of a Board meeting, the Directors present may proceed with the business of the Board meeting notwithstanding that a quorum may not be present throughout the Board meeting.

#### 4.14 Indemnification

Every Director or Officer and any other Person who has undertaken or is about to undertake any liability on behalf of the RDCA and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the RDCA, from and against,

- (a) all costs, charges and expenses whatsoever which such Director, Officer and any other Person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties as a Director or Officer, excepting thereout an action, suit or proceeding arising as a result of his or her own acts of theft, fraud, illegal or deceitful conduct; and,
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own acts of theft, fraud, illegal or deceitful conduct.

#### 4.15 For the Protection of Directors and Officers

- (a) No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the RDCA through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the RDCA or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the RDCA 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 company 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 such Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Director's or Officer's own acts of theft, fraud, illegal or deceitful conduct or through his or her own wrongful and wilful neglect or default.
- (b) The Directors or Officers shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the RDCA, except such as shall have not been submitted to and authorized or approved by the Board. If any Director or Officer shall be employed by or shall perform services for the RDCA otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs

services for the RDCA, the fact of his being a Director or Officer of the RDCA shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

#### **4.16 Directors & Officers Insurance**

RDCA is authorized to purchase Directors and Officers liability insurance with respect to the matters referred to in Articles 4.13 and 4.15.

#### **4.17 Resolutions in Writing**

A Directors' resolution in writing, including electronic communication, passed by seventy-five (75%) percent of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

#### **4.18 Waiver of Notice**

Any Director may file with the Executive Director a document executed by him or her waiving notice of any past, present or future meeting or meetings of the Board being, or required to have been, sent to him or her and may at any time withdraw such waiver with respect to meetings held thereafter. After filing such waiver with respect to future meetings and until such waiver is withdrawn, no notice need be given to such Director.

### **ARTICLE 5 - OFFICERS**

#### **5.01 Election**

The Members shall at the Annual General Meeting elect the President, Senior Vice-President and Vice-President, all of whom shall hold office for terms of one (1) year or until their successors are duly elected, subject to removal from office in accordance with the provisions of Article 5.10.

#### **5.02 Past President**

Upon election of the Officers as provided for in Article 5.01, the retiring President shall become the Immediate Past President and shall remain a Director with full voting privileges.

#### **5.03 Role of the President**

The duties of the President shall be:

- (a) presiding at all Members Meetings, Board Meetings and Executive Committee Meetings;
- (b) reporting the decisions and actions of the Executive Committee to each meeting of the Board.

#### 5.04 **Role of the Senior Vice President**

The Senior Vice-President shall be a member of the Executive Committee and preside at meetings of the Board and Members in the absence of the President and shall undertake such further duties as the Board may reasonably determine.

#### 5.05 **Role of Vice President**

The Vice-President shall be a member of the Executive Committee and preside at meetings of the Board and Members in the absence of the President and Senior Vice President and shall undertake such further duties as the Board may reasonably determine.

#### 5.06 **Role of Executive Director**

The Executive Director is retained by written contract according to the terms and conditions established and approved by the Board. The Board may remove the Executive Director, provided that: (i) it provides adequate lawful notice of termination; and, (ii) the notice is in accordance with the written contract of employment.

The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the *Societies Act* or imposed from time to time by the Board) to manage and direct the business and affairs of the RDCA and to employ and discharge agents and employees of the RDCA. The Executive Director shall at all reasonable times give to the Board of Directors all information the Board may require regarding the affairs of the RDCA. Without limiting the generality of the foregoing, the Executive Director shall or appoint to:

- (a) attend all meetings as an ex-officio (non-voting) member of the Board and the Executive Committee and shall keep or cause to be kept accurate minutes of same;
- (b) prepare, maintain and have custody of the minutes of proceedings of meetings of the Members, the Board and Executive Committee and the books and records of the RDCA and shall record or cause to be recorded therein a copy of the Certificate of Incorporation and any special resolution altering or adding to the same, a copy of the Bylaws and any resolution altering or adding thereto, copies or originals of all contracts, resolutions and other documents as are required by law to be so recorded.
- (c) cause proper books of account to be kept, recording all transactions and all sums of money received and expended by the RDCA and the matters in respect of which such receipts and expenditures took place;
- (d) prepare or cause to be prepared, maintain and have charge of the financial books and records of the RDCA and shall record or cause to be recorded therein all sums of money received and expended by the RDCA and the matters in respect of which

the receipt and expenditure took place, the assets and liabilities of the RDCA and all other transactions affecting the financial position of the RDCA;

- (e) place before the Annual Meeting each calendar year a financial statement for the immediate preceding Fiscal Year, showing the income and expenditure of the RDCA during such Fiscal Year and the state of the RDCA's accounts and its assets and liabilities;
- (f) have charge of all the correspondence of the RDCA;
- (g) collect and receive the annual Fees and deposit them in the bank account of the RDCA;
- (h) act under the direction of the President;
- (i) assist Members by providing them with advice and guidance when required;
- (j) have the responsibility of acquiring current information pertaining to legislation affecting the building and construction industries and disseminating such information to the Members;
- (k) under the direction of the Board and/or the President prepare and submit briefs and other expressions of opinion to the legislature, departments of government, and other public agencies when required by the Board and/or the President;
- (l) co-ordinate the activities of the Members in the fields of legislation and regulation and to this end shall make personal contact with the officers of each of the Members whenever such contact appears to be expedient and desirable.
- (m) keep a register of the Members containing the names of every Person who is admitted as a Member of the RDCA, together with the particulars of each Person required by the *Societies Act*.

In the case of absence of the Executive Director, the duties of the Executive Director shall be discharged by such officer as may be appointed by the Executive Committee or by the Board.

#### **5.07 Role of the Other Officers**

The duties and functions of other Officers shall be as determined from time to time by the Board.

#### **5.08 Remuneration**

With the exception of the Executive Director, no Officer shall receive any remuneration from the RDCA for services rendered as an Officer but any expenses incurred by an Officer on behalf of the RDCA may be defrayed by RDCA with the approval of the Board.

### 5.09 Bonding of Officers

The President, the Vice-Presidents, the Executive Director and such other Persons authorized by the Board for bank signing authority may be required to be covered by an approved Surety Company's Bond in such sum as the Board of the RDCA may determine and the premium shall be paid by the RDCA. Signing authority by a minimum of 2 designated Directors at all times is required on any financial matters.

### 5.10 Removal of Officers

Subject to the provisions of the Act, the Members may by ordinary resolution passed at a Special Meeting remove any Officer from office (except the Executive Director who may be removed by the Directors in accordance with the terms of the contract between the RDCA and the Executive Director) and the vacancy created by such removal shall be filled at the same meeting.

## ARTICLE 6 - COMMITTEES

### 6.01 Executive Committee

The Executive Committee is composed of the Officers and shall:

- (a) take action at any time in relation to any matter of any nature within the power and authority of the Board which requires attention before the date of the next meeting of the Board. Such action shall not involve any change of Policy or the authorization of expenditures of an extraordinary nature;
- (b) act as advisors to the Executive Director;
- (c) establish the agendas for meetings of the Board;
- (d) report to the Board as to its activities at each meeting of the Board.

### 6.02 Committees

The Board may by Resolution appoint such Committees consisting of such Directors, Members, Associate Members or other individuals as the Board may by resolution determine to be appropriate for such purposes.

### 6.03 Role of Committees

All of the Committees so appointed shall keep regular minutes of their resolutions, recommendations and actions, and shall cause them to be recorded in books kept for that purpose, and shall report the same to the Board at such time as the Board may from time to time require. The Board shall also have power at any time to revoke or override any authority given to or acts to be done by any such Committee except as to acts done before such revocation or overriding and to

terminate the appointment or change the membership of a Committee and to fill vacancies in it. Committees may make rules for the conduct of their business and may appoint such assistants as they may deem necessary. Subject as aforesaid, a majority of the individuals of a Committee shall constitute a quorum thereof.

#### **6.04 Procedure of Committees**

The Committees may meet and adjourn as they think proper. Questions arising at any meeting shall be determined by a majority of votes of the individuals of the Committee present, and in case of an equality of votes the President shall not have a second or casting vote. A resolution approved in writing by all the individuals of any Committee shall be as valid and effective as if it had been passed at a meeting of such Committee duly called and constituted.

### **ARTICLE 7 - MEMBERS' MEETINGS**

#### **7.01 Annual Meeting**

The Annual General Meeting of the RDCA shall be held on or before the 28th day of February in each calendar year at such time and place within the Province of Alberta as the Board may decide in accordance with the *Societies Act*. At the Annual General Meeting, the Members shall:

- (a) consider the financial statements of the RDCA;
- (b) consider the Auditor's report;
- (c) consider the reports of the President and the Executive Director;
- (d) conduct the election of Directors and Officers;
- (e) appoint the Auditor; and,
- (f) consider such other items of business as the President may determine or such resolutions as may be tabled by Members by notice of motion.

#### **7.02 Special Meetings**

Every General Meeting, other than an Annual General Meeting, is a Special Meeting. The Executive Director at the direction of the Board or the President may call Special Meetings of the RDCA at any time. In addition, fifty (50%) percent or more of the Members, including Associate Members, may at any time, by notice in writing specifying the purpose of the meeting, such notice to be signed by them and delivered to the Executive Director, require the Board to call a Special Meeting of the RDCA, and the Board shall thereupon immediately call a Special Meeting of the RDCA.

#### **7.03 Notice of General and Special Meetings**

Notice of the time and place of the Annual General Meeting and Special Meetings of Members shall be given to all Members and the Directors to the last known address of each Member and Director and to the Auditor by written notice mailed, prepaid, or courier service, or electronic facsimile, or electronic technology at least fourteen (14) days before the date of the meeting. If any such notice states that there is available at the office of the RDCA a written memorandum containing particulars of the business to be transacted at such meeting and such a memorandum is so available, particulars need not be included in the notice except for particulars of proposed special resolutions of which notice must be given pursuant to the *Societies Act*. Members entitled to vote may by writing waive notice of any General Meeting and may ratify and approve anything done thereat.

#### 7.04 **Waiver of Notice**

Subject to the provisions of the *Societies Act*, any General Meeting of the RDCA may be held at any time and place without notice if all of the Members entitled to vote thereat either consent in writing to the holding of the meeting or are present in person or, if a firm or body corporate, by representative or alternative representative.

#### 7.05 **Accidental Omission to Give Notice**

The accidental omission to give notice of a meeting to, or the non-receipt of the notice of a meeting by, any Member shall not invalidate proceedings at any meeting.

#### 7.06 **Voting**

Each Member, including Associate Members, in good standing shall at all General or Special Meetings at which the Member or Associate Member is present in person or by proxy, be entitled to one (1) vote on each resolution before the meeting. The President shall not have a second or casting vote.

#### 7.07 **Quorum**

The quorum at all General Meetings shall be fifty (50%) percent of the Members, including Associate Members, entitled to vote present in person or by proxy. If a quorum is present at the opening of a Meeting, the Members present may proceed with the business of the Meeting notwithstanding that a quorum is not present throughout the Meeting.

#### 7.08 **Adjourned Meeting**

If a quorum is not present within one hour from the opening of a Meeting of Members, the Meeting, if convened on the requisition of Members, shall be terminated, but in any other case, the Members present may adjourn the meeting to a fixed time (which time shall be not less than 7 days or more than 1 month from the time of the adjourned Meeting) and the same place as the adjourned Meeting but may not transact any other business than the business of the Meeting that was adjourned. The quorum at an adjourned meeting of the Members, which has been adjourned in accordance with this

paragraph, shall be the number of Members present personally or by proxy at such adjourned meeting.

#### 7.09 **President**

- (a) The President, or in the absence of the President, the Senior Vice President or in the absence of the President and the Senior Vice President, the Vice President or in the absence of the President, Senior Vice President and Vice President, one (1) of the other Directors present shall preside as chairman of a General Meeting; or,
- (b) If none of President, Senior Vice President and Vice President or other Directors are present within fifteen (15) minutes after the time appointed for holding the meeting; or the President, Senior Vice President and Vice President and all other Directors present are unwilling to act as chairman, the Members present shall choose one of their Members to be President of the Meeting.

#### 7.10 **Resolutions**

A Resolution proposed at a meeting of Members shall be seconded, provided that the President of the meeting shall not propose or second a Resolution. In the case of an equality of votes the President shall not have a casting or second vote.

#### 7.11 **Voting Procedures**

Subject to the provisions of the *Societies Act*, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as provided by Article 7.12. Upon a show of hands every Member and Associate Member present in person or by proxy shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is required or demanded, a declaration by the President of the Meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the Members upon the said question, unless a ballot is demanded or required immediately after the show of hands.

#### 7.12 **Ballots**

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member present in person or by proxy and entitled to vote at the meeting, may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the President shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each Member and Associate Member present in person or by proxy and shall be entitled to one (1) vote upon the question, and the result of the ballot so taken as reported on by the scrutineers (if they have been appointed) shall be the decision of the Members upon the said question.



### 7.13 **Persons Entitled to be Present.**

The only individuals entitled to be present at a Meeting shall be those Members and Associate Members entitled to vote thereat, whether in person or by proxy, together with the Directors, the Auditor, the Associates and others who, although not entitled to vote, are entitled or required under any provision of the *Societies Act*, the Application for Incorporation or the Articles or the By-laws to be present at the Meeting. Any other individual may be admitted only on the invitation of the President or with the consent of the meeting.

### 7.14 **Proxies.**

At any meeting of Members, a proxy duly and sufficiently appointed by a Member or Associate member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the Member appointing him or her would be entitled to exercise if present at the meeting. A proxy shall be the Representative of a Member.

## **ARTICLE 8 - INSPECTION OF RECORDS**

The Board shall from time to time determine whether and to what extent and at what times and places and under which conditions or regulations the accounts, books and records of the RDCA or any thereof shall be open to the inspection by Representatives not being Directors, and no Member (not being a Director) shall have any right of inspecting any account, book or record of the RDCA except as conferred by law or authorized by the Board or by resolution of the Members, whether previous notice thereof has been given or not.

## **ARTICLE 9 - FINANCE**

### 9.01 **Financial Statements**

The Board shall present to Members at each Annual General Meeting a financial statement of the RDCA prepared as of the last day of the immediately preceding Fiscal Year, which statement shall include a balance sheet and statement of income and expenditure and shall be reviewed by the Auditor and signed by two Directors.

### 9.02 **Fiscal year**

The Fiscal Year shall terminate on December 31 in each year.

### 9.03 **Borrowing**

- (a) For the purposes of carrying out the Objects of the RDCA, the Board may borrow or raise or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Board may from time to time:
  - (i) borrow money on the credit of the RDCA;

- (ii) issue, sell or pledge securities of the RDCA; and
- (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the RDCA, including book debts, rights, powers, franchises or undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the RDCA;

Provided that, debentures of the RDCA shall not be issued without the sanction of a Special Resolution of the Members of the RDCA.

- (b) From time to time the Board may authorize any Director, Officer or employee of the RDCA or any other individual to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the RDCA as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the RDCA.

#### 9.04 **Investment of Funds**

The funds of the RDCA not required for immediate use may be kept on deposit in a Chartered Bank, Red Deer Treasury Branch or Credit Union, or may be invested in securities in which trustees are for the time being authorized by law to invest, and in any event, the RDCA shall maintain at least one (1) account with a Chartered Bank, Red Deer Treasury Branch or Credit Union for the deposit of funds.

#### 9.05 **Accounts to be Kept**

The Board shall cause true accounts to be kept of:

- (a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
- (b) the assets and liabilities of the RDCA;
- (c) all other transactions affecting the financial position of the RDCA.

#### 9.06 **Audit**

- (a) The Members may appoint an Auditor (not being a Director, Officer, manager or employee of the RDCA or any individual who is a partner of or in the employment of any of the aforesaid) for such period and at such remuneration as the Board may determine to undertake an audit. The Auditor has a right of access to and responsibility for reviewing all financial transactions of RDCA which occur after the completion of the previous audit.

- (b) In the course of the performance of its responsibilities, the Auditor shall have a right of access at all times to all records, documents, books, accounts and vouchers of the RDCA, and is entitled to require from the Board and Officers such information and explanation as may be necessary for the performance of the duties of the Auditor.
- (c) The Auditor will prepare and deliver to the Members a report of the results of its audit of RDCA's financial records and financial statements prepared by RDCA during the Auditor's term. The report must indicate whether the Auditor was able to conduct the audit in accordance with generally accepted accounting principles.
- (d) The Auditor is entitled to attend and make an independent presentation at any Meeting where its report is presented to the Membership.

## **ARTICLE 10 - EXECUTION OF DOCUMENTS**

### **10.01 Corporate Seal**

The corporate seal of the RDCA shall be as selected and approved by the Board and shall be under the custody of the Executive Director.

### **10.02 Execution of Documents**

The corporate seal shall be affixed to all documents requiring execution under the corporate seal by and in the presence of such of the President, the Vice-Presidents, the Executive Director or other Officer, Officers, or Directors as may be prescribed in a resolution of Board. Any documents which are to be executed on behalf of the RDCA but which do not require a corporate seal shall be executed by such Officers or such other Person or Persons as may be authorized, from time to time, by the Board.

## **ARTICLE 11 - NOTICES**

Subject to the provisions of the *Societies Act* which require, among other things, the RDCA to give not less than fourteen (14) days' written notice of a General or Special Meeting to its Members entitled to receive notice of a General or Special Meeting and the provisions of these Bylaws with respect to the calling of General Meetings, where any other notice is required to be given, such notice may be given either personally or by such other means as may be determined by the Board. A notice or other document so sent shall be deemed to be given at the time determined by the Board in accordance with the foregoing. For the purpose of giving any notice, the address of any Member, Director or officer shall be his last address as recorded on the books of the RDCA.

## **ARTICLE 12 - AMENDMENT TO BYLAWS**

By-laws of the RDCA may be enacted and the Bylaws of the RDCA repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by a Special Resolution at a General or Special Meeting of the Members. A copy of any proposed bylaw to be sanctioned at an Annual, or General or Special Meeting by Special Resolution of Members

(including a bylaw which amends or repeals an existing bylaw). The proposed amendment to the Bylaws shall be sent to every Member of the RDCA with the notice of such meeting.

**ARTICLE 13 - REGISTERED OFFICE**

The registered office of the RDCA shall be located in the City of Red Deer at such specific place as the Board may from time to time determine and designate by Resolution.

**ARTICLE 14 - DISSOLUTION**

**14.01 Dissolution**

The RDCA can be dissolved by a Special Resolution of the Membership at a Special Meeting called for that purpose.

**14.02 Distribution**

Upon the dissolution of the RDCA, the property of the RDCA shall be converted into cash and added to the funds of the RDCA and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the RDCA and the balance shall be distributed to the Alberta Construction Safety Association or in its absence a non-profit organization having goals and objectives similar to that of the RDCA.

**ARTICLE 15 - EFFECTIVE DATE**

This Bylaw shall come into effect on the date specified by the Members.

**ENACTED BY THE MEMBERS** in accordance with the Societies Act as of the \_\_\_\_day of

\_\_\_\_\_

\_\_\_\_\_  
Mike Ullyot - President

\_\_\_\_\_  
Gary Gies - Executive Director

## **KEY DATES – BYLAWS**

### Annual Membership Fees

The fees for each membership classification shall be fixed and determined by the Board prior to October 1<sup>st</sup>.

### Director Elections

The election of Directors shall take place at the Annual General Meeting. Any nominations pertaining to Directors who are planning on retaining their seat and renewing for an additional two years or if new Directors are required to replace existing seats are to be determined at the October Board Meeting or prior to November 1<sup>st</sup>. Nomination forms will be sent out to the membership thereafter from which the Nominations Committee will review. The committee will present their information at the November Board Meeting for approval.

### Budget

The annual operating budget for the upcoming year shall be determined prior to December 1<sup>st</sup>. The budget shall be approved prior to the December Board Meeting.

### Financials – Previous Year Review

Prior to the AGM, the year-end financials will be reviewed at the February Board Meeting with the Accounting Firm. A pre-meeting with the Financial Committee may be required prior to the February Board Meeting for consultation.

### AGM

A meeting with the President, Executive Director and incoming President will take place 1 week prior to the date of the AGM to review and consult on the agenda of the meeting.

## Executive Committee

Financial – (Annual Budget)

Board Meeting Agenda

Nominations

Government Action – Local

Committee – (Executive)

## Representatives - ACA

Government Action – ACA - 1

Attend meetings/teleconference

Provide reports back to Board

Safety – WCB – ACA – 1-2

Attend meetings/teleconference

Provide reports back to Board

Standard Practice – ACA - 1

Attend meetings/teleconference

Provide reports back to Board

## Working Groups

Education

Incl: Scholarship & Technology

Marketing

Incl: Recreation & Membership

COOLNet Alberta – Non-ACA - 1

Attend meetings/teleconference

## **COMMITTEES**

### **Executive Committee**

#### Authority

Board of Directors, Red Deer Construction Association

#### Objectives

- To stand ready to act on behalf of the Board of Directors in cases of emergency, in cases of crisis and in cases of opportunity
- To be the finance committee of the RDCA
- To set agendas for meetings of the Directors
- To monitor and ensure the orderly operation and administration of the RDCA
- To be a resource for RDCA staff

#### Chairperson

The President of the Board

#### Members

- The Vice Presidents of the Board
- The Past President of the Board
- The Executive Director
- No Associate members are to be nominated for the Executive Committee

#### Tenure

During the entire term of office as an Executive Officer of the Association

### **Terms of Reference**

- Exercise the powers of the Board when the Board is not sitting provided that the exercise of such powers is not contrary to any orders of the Board
- Monitor the fiscal and accounting practices of RDCA and report the financial affairs in a timely fashion to the Board
- Prepare an annual operating budget
- Prepare Board meeting agendas
- Supervise or otherwise monitor the activities and issues of each RDCA standing committee
- Act as the public spokesman for the RDCA
- Organize press releases and/or press conferences

- Liaise with related professional or other industry associations on common issues
- Assist staff when required to resolve operations management issues
- Represent RDCA to owners groups and public meetings
- Represent RDCA in all verbal presentations, briefs, submissions or positions to elected Government Officials

#### Commitment

- Meet monthly one hour prior to the Board meeting.
- Special meetings may be scheduled on occasion outside the regular scheduled Board meetings that require attendance.

## **NOMINATION (Part of the Executive Committee)**

#### Authority

Board of Directors, Red Deer Construction Association

#### Objectives

- Actively solicit industry members to volunteer to act on Committees and the RDCA Executive
- Prepare a slate of nominations for any vacant Director positions to be filled at any meeting of the Board of Directors and at the Annual meeting
- Recommend to the Board persons to act as committees

#### Chairperson

- The President of the Board

#### Members

- The Vice Chairs of the Board
- The Executive Director

#### Tenure

- From the Annual meeting to the Eve of the following Annual meeting

#### Terms of Reference

- Recruit volunteers from members firms that will volunteer to participate on RDCA committees
- Recruit volunteers from members firms that will volunteer to act on the Board of Directors of the RDCA



- Monitor terms of reference for the various volunteer positions within RDCA and recommend changes where desirable

#### Commitment

- Nominations for new board members go out at the end of October. Review of the applicants at the November Executive Committee board meeting. New Directors to be voted on at the December Board Meeting

### **GOVERNMENT ACTION – ACA GOVERNMENT ACTION – LOCAL – Executive Committee**

#### Authority

Board of Directors, Red Deer Construction Association

#### Objectives

- Recommend proactive initiatives with respect to improving legislation and regulation impacting the construction business
- Work collaboratively with partners to develop best practices within the construction industry
- Respond to public discussion papers or public legislative forums
- Assist with the preparation of briefs and submissions to government
- Identify opportunities and issues impacting the construction industry
- Research and develop proposals
- Advocate recommendations to other stakeholders

#### Chairperson

- Appointed by the Executive Committee

#### Members

- 4 members to participate locally from the Executive Committee, Board of Directors and/or membership if possible
- Members should be chosen with regard for the differing membership classifications of general contractor, trade contractor and supplier

#### Tenure

- This committee commitment will be for 1 years running from the annual meeting to the eve of the following annual meeting. Terms are renewable.

## Terms of Reference

- Develop submissions in response to government initiatives and public discussions
- Assist the Directors of the RDCA in organizing and/or coordinating lobbies where necessary or desirable
- Prepare and participate in meetings with local government and regional municipal staff, MLAs and Provincial Government staff.
- Represent RDCA to owners groups and public meetings
- Represent RDCA in all verbal presentations, briefs, submissions or positions to elected Government Officials

## Possible Topics

- Capital plans, budgets and finance
- Permits, licensing, codes and inspections
- Specifications, tendering practices and contractual relationships
- Practical Guide for Construction Sites in the City of Red Deer; On-site Construction Safety – Best Practices; Site Signage; Public Protection Site Safety Plan

## Partners

Can include but is not limited to the following:

- City of Red Deer, Red Deer County and surrounding municipalities, Central Alberta Home Builders Association, Urban Developers Institute, Red Deer Chamber of Commerce, Red Deer Regional Economic Development (Access Prosperity), Red Deer College and CAEP (Central Alberta Economic Development)
- Architects and Engineers serving the Red Deer and Central Alberta marketplace

## Commitment

- The local committee will meet quarterly or as required to meet and be an industry representative for local government, county and municipality issues.

## **SAFETY/ WCB - ACA**

## Authority

Board of Directors, Red Deer Construction Association

## Objectives

- Recommend proactive initiatives with respect to improving safety legislation and regulation impacting the construction business.

- Respond to public discussion papers or public legislative forums
- Assist with the preparation of briefs and submissions to local and provincial government, the Workers Compensation Board, and/or other related organizations
- Provide liaison to related organizations including the Alberta Construction Safety Association (ACSA)

## Chairperson

Appointed by the Executive Committee – 1 Chairperson Required

## Members

- 1 member representing the Red Deer Construction Association wishing to participate – ACA/ACSA
- Support local safety initiatives such as NAOSH week in May and other Safety issues and events throughout the year.

## Tenure

- Annual meeting to the eve of the following annual meeting. Terms are renewable.

## Terms of Reference

- Recommend proactive initiatives with respect to (1) improving safety legislation and regulation impacting the construction business Respond to public discussion papers or public legislative forums.
- Provide liaison to related organizations including the Alberta Construction Safety Association (ACSA)
- Provide input and direction for the overall safety plan (ie. courses, seminars, communication) to the membership and community

## Commitment

- ACA/ACSA teleconference calls/meetings happen on average of 4 times per year.
- April/May for preparation of events for NAOSH week.

# **STANDARD PRACTICES - ACA**

## Authority

Board of Directors, Red Deer Construction Association

## Objectives

- Promote standards of credibility, integrity and professionalism in the industry
- Facilitate through standard practices, documents and policies the relationships between members, owners and their consultants

## Chairperson

Appointed by the Executive Committee – 1 Chairperson Required

## Members

- 1 member representing the Red Deer Construction Association that wishes to participate
- Members should be chosen with regard for the differing membership classifications of general contractor, trade contractor and supplier
- Members should be chosen with regard for the differing membership classifications of general contractor, trade contractor and supplier

## Tenure

- Annual meeting to the eve of the following annual meeting. Terms are renewable.

## Terms of Reference

- Recommend solutions to common problems in contractual relations
- Study existing and new standard documents and guidelines for consistency and compatibility with industry practices
- Advise on recommended procedures in contractual relationships
- Monitor the effectiveness of standard construction documents
- Monitor the fairness and cost/effectiveness of tender documents
- Act as a resource to assist owners and consultants when designing or amending specifications and tender packages
- Periodically review, and recommend where advisable, amendments to legislation and regulations
- Advise the Board on all matters concerning industry practices
- Assist in contractor/owner relationships when requested

- Liaise with local government agencies to speak on matters of common interest regarding tendering practices
- Liaise with design, specification and tendering authorities to investigate and discuss matters of common interest
- Liaise with the Alberta Construction Association Standard Practices Committee

#### Commitment

- ACA teleconferences occur on average of 4 times per year.

## **Education/Scholarships/Technology**

#### Authority

Board of Directors, Red Deer Construction Association

#### Objectives

- Assist the RDCA in working directly with educational institutions, to provide input in the areas of education and industry curriculum.
- Assist in the RDCA scholarship process, providing input and selection of the recipients.
- Participate with educational institutions on behalf of the RDCA to promote industry.
- Assist the RDCA to champion research and technology adoption to improve Alberta construction industry performance
- Assist the RDCA to become a construction research and technology information resource for member companies

#### Chairperson

- Appointed by the Executive Committee

#### Members

- 4 - 6 members representing the Red Deer Construction Association
- 3 members are required for the scholarship process

#### Tenure

- Annual meeting to the eve of the following annual meeting. Terms are renewable.

## Terms of Reference

- Work as a group and partner with educational institutions providing industry input to curriculum based programs for the long term growth of the local construction industry. Create consistency in a long term relationship that creates opportunities for both the educational facility as well as industry
- Liaison with construction based businesses, associations and educational institutions to help develop programs and essential skills for the betterment of the industry. Develop a number of educational opportunities for industry that relate to safety, technical skills, Gold Seal, soft skills, system skills, business, administration and human resources
- Strengthen partnerships with local educational facilities.
- How can technology help us – what technology is useful in our industry from an educational perspective

## Topics

- Curriculum Input
- Workforce recruitment and development
- Classroom programs
- Career Fairs
- Try a Trade
- Work Experience/Trade Exploration
- Scholarships
- Courses – Gold Seal
- Technology tools

## Partners

- Red Deer College
- Olds College
- Red Deer Public School Board
- Red Deer Catholic School Board
- Chinook's Edge School Division
- Careers Next Generation
- Alberta Construction Safety Association
- ACA/CDN/CCI
- Alberta's Local Construction Associations

## Commitment

- Educational representatives will meet 5 times throughout the year (every other month and as required based on relationship with the above educational partners)

## **Marketing/Recreation/Membership**

### Authority

Board of Directors, Red Deer Construction Association

### Objectives

- Assist RDCA to marketing efforts for events as set out by the marketing plan on an annual basis
- Assist with major events such as the golf tournament and AGM
- Assist RDCA to in the participation and growth of the membership
- Promote the benefits and services that go along with being a member.
- Assist RDCA to marketing efforts for events as set out by the marketing plan on an annual basis
- Create a branding message - consistency

### Chairperson

- Appointed by the Executive Committee – 1 Chairperson Required

### Members

- 3/4 members representing the Red Deer Construction Association

### Tenure

- Annual meeting to the eve of the following annual meeting. Terms are renewable.

### Terms of Reference

- Develop a marketing strategy around a yearly membership drive.
- Participate as part of team to bring ideas, support and promote awareness of the association through marketing efforts such as the website, events and potential advertising revenues
- Work alongside the office to develop a marketing strategy/budget for each year based on the association's strategic plan

- Volunteer at the events – make yourselves visible and promote the RDCA
- Contribute to the success of flagship events such as the golf tournament, Christmas breakfast, BBQ's, etc.

#### Topics

- Membership
- Golf tournament
- AGM
- Summer BBQ's (partner w/ ACSA)
- Awards Banquet
- Commercial Construction Conference
- Survey tools
- Website
- Construction Apps

#### Partners

- Red Deer Chamber of Commerce
- ACA/CDN/ACSA
- Alberta's Local Construction Associations

#### Commitment

- Meetings are to be held every other month starting in January. There may be an additional meeting in April/May in preparation for the golf tournament.

## **COOLNet Alberta**

#### Authority

Board of Directors, Red Deer Construction Association

#### Objectives

- Assist the COOLNet Industry Representatives & Chief Operating Officers (COO's) from the Alberta Local Construction Associations in the operations, finance, marketing and industry input.

#### Chairperson

- Appointed by the Executive Committee – 1 Chairperson Required



## Members

- 1 members representing the Red Deer Construction Association to participate.

## Tenure

- Annual meeting to the eve of the following annual meeting. Terms are renewable.

## Terms of Reference

- Identify member information needs in the areas of information/ communication technologies, productivity enhancement, and new techniques.
- Liaison with other local industry representatives to promote the betterment of the COOLNet Alberta program.

## Commitment

- Meetings are scheduled by teleconference four (2-4) times per year + one in-person meeting.

## **OPERATING POLICIES**

### **Affiliation**

The Red Deer Construction Association is to be an integrated affiliate of the Alberta Construction Association (ACA), and the Canadian Construction Association (CdnCA)

The Executive Committee is authorized to liaise with, affiliate with or otherwise become active members of any other provincial, national or international body with interests common to those of the members and where such liaison, membership or activity has potential to improve business relationships for the members.

### **Affinity Program – Associate Members**

It is the policy of the Red Deer Construction Association (RDCA) to offer affinity products and services to its members as a benefit thus serving as a source of non-dues revenue.

NOTE: Affinity products and services are defined as those programs extended to members and customers of the Red Deer Construction Association (RDCA) that could provide a benefit to them either professionally or personally. RDCA is able to offer these products to its constituents, usually with preferred pricing, because of the utilization of the “group buying power” concept, i.e. the strength of the combined purchasing power of more than 300 individual members.

No dues dollars are used in the development and maintenance of any of the RDCA affinity programs; they are all self-supporting programs that are voluntarily purchased by RDCA members.

Through the affinity products and services sponsored by RDCA, members could be assisted in developing and implementing their personal financial plans through various money management, insurance, training, discount, communications, leisure/entertainment, investment, and other programs. RDCA members and their families are eligible to participate in most of the sponsored programs.

The RDCA will not serve precedence to any one like or similar company/marketer/supplier. The association will not endorse or commit to one product or service from any one company. The affinity program allows for multiple suppliers/marketers/suppliers of like products. The RDCA will not promote any one company/marketer/supplier over any other.

**Apprenticeship Awards and Scholarships**

The Red Deer Construction Association is to promote excellence of learning in the construction trades by means of support of apprentice awards and scholarships.

**Assets Less Than \$1000**

Purchases of assets valued at less than \$1,000 will be treated as an expense, rather than capital purchase.

**Bonding and Insurance**

The Red Deer Construction Association is to purchase and maintain insurance coverage for disability, loss of life and/or liability for persons who are directors, committee members or staff while travelling for or carrying out association business.

The Board of Directors may require, from time to time, that its Executive officers and/or staff be bonded in the amount of \$20,000 and that the cost of such bonding be borne by the Association.

**Budget Reserve Funds**

The RDCA is to carry a reserve of funds in the amount of a minimum of six (6) months operating costs with such amount to be reviewed annually by the Executive Committee to ensure its adequacy in the event of discontinuance of the society; to provide funds in cases of emergency; to provide security of income for the staff; to ensure an ability to meet long term objectives; to provide funds for operating contingencies in the case of specific default of revenue.

**Charges and Fees**

The Red Deer Construction Association may, from time to time under the direction of the Executive Committee, establish fees for programs, services and documents that are developed or delivered by the Association.

**Committees**

The Red Deer Construction Association will encourage wide ranging input into industry issues and association initiatives through active standing or temporary task specific ad hoc committees.

**Committee Chairs**

The Red Deer Construction Association may name persons other than Directors to act as Committee Chairs, when deemed necessary.

## **Competition Act Compliance**

The following paragraph will be referred to at each Board of Directors meeting:  
“The Red Deer Construction Association assigns the highest priority to full compliance with both the letter and the spirit of the Competition Act, and it is vital that this meeting be conducted in a manner consistent with that policy. During its meetings and programs, the Red Deer Construction Association will not condone or permit any discussions—official or unofficial—of price-fixing, boycotts, refusals to deal, blacklisting, market allocation, supply restrictions or other anti-competitive activity. If, at any time during the course of the meeting, the Association staff or any member present believe that a sensitive topic under the Act is being discussed, or is about to be discussed, they will so advise the chair of the meeting and ask that further discussions cease. Attendees at this meeting should likewise not hesitate to voice any concerns they may have in this regard. Any discussion or commercial dealings with one's competitors may create the appearance of a Competition Act violation, even though none may exist. Therefore, such discussions should be avoided at all times before, during and after this meeting.”

## **Contracts**

The Executive Director has the authority to enter into contracts on behalf of the Red Deer Construction Association, in consultation with the President.

## **Corporate Credit Card**

The Association shall utilize a corporate credit card for use by the Executive Director and the Office Manager/Administrator.

## **Corporate Structure**

The Red Deer Construction Association is to be registered under the Societies Act of Alberta.

## **Directors**

The Red Deer Construction Association will appoint their Directors to the Board for a 2 year term. Re-appointments beyond 2 years should be permissible for an unlimited number of re-appointments but on 1 year renewal basis for each subsequent year beyond the initial 2 year term.

Formal written documentation should be provided to each director outlining their duties and responsibilities.

## **Associate Members**

In accordance with the Bylaws of the Red Deer Construction Association, an

Associate membership includes a person, business or corporation that is indirectly involved with the construction field. This can include Architects, Engineers, Legal firms, Financial Institutions, Hospitality, Insurance and/or other firms deemed appropriate.

Associates are entitled to representation on the Board of Directors and selected RDCA Committees, in accordance with the Terms of Reference approved from time to time by the Board and the bylaws. The annual due for an associate membership is established at the value of a regular associate membership (currently \$350 plus GST).

## **Education**

Education programs are to be priced using a two-tier system: one price for members, a premium price for non-members. The pricing system shall be evaluated on a per course basis. Where participation in a program by owners and/or consultants will benefit business relationships of members, owners and consultants may pay the same rate as members.

## **Expenditure Authority**

The Executive Director has the authority to expend up to \$1,000 on a single expenditure without prior authorization.

## **General Investment Policy**

The primary objective of RDCA's General Investment Policy shall be capital preservation as opposed to speculative gain. The following information shall be used in the administration of the investment of RDCA's reserve funds:

- Investments should be spread over a period of time in order to provide RDCA with available cash maturing on a regular basis and staff shall provide a maturity analysis to Executive Committee.
- Where applicable, investments should be made for terms no longer than 6 years.
- Investments may be made in the following types of instruments in accordance with an appropriate maturity schedule:
  - Guaranteed Investment Certificates (GIC)
  - Money Market Funds
  - Term Deposits
  - Treasury Bills
  - Treasury Bonds

Or other instruments of similar risk and return

The Executive Director should approve and Executive Committee be advised of any proposed changes in investment holdings exceeding \$100,000.

## **Golf Tournament**

The Red Deer Construction Association will organize and coordinate a local golf tournament provided the tournament serves the purpose of enhancing communications and government liaison through a social event and producing net revenue for the association and association apprentice scholarships.

**Christmas Breakfast**

The Red Deer Construction Association host an annual Christmas Breakfast for the membership. The breakfast serves the purpose of celebrating our member's hard work, volunteering and contributions to the association's scholarship fund, through a social event that will be of no cost to the membership.

**Headquarters**

The headquarters of the Red Deer Construction Association is to be located in Red Deer. Where reasonable sharing agreements can be reached, housing of association offices shall be shared with other provincial associations with similar interests.

**Information Security**

The Association should conduct its business with due regard to the security of its electronic devices, networks, and information. Potential risks should be identified and appropriate measures to mitigate these risks should be adopted. Specifically:

- Computer operating systems should be kept updated and be still supported by their developer to ensure continued security patches are available
- Appropriate anti-virus and anti-malware software should be installed and kept updated on all electronic devices including mobile phones
- The software hosting RDCA's website should be kept updated
- Passwords must be maintained on electronic devices. Passwords should not be shared except as required by the Administrative Director who shall keep all passwords in a secure file.

**Annual Publication**

The Red Deer Construction Association shall publish a publication to be issued on an annual basis. The format of this publication will be reviewable on a year to year basis.

**Meetings**

There are to be 10 regular board meetings per year, plus an annual meeting. This is equivalent to 1 meeting every month with no meetings to be scheduled during the months of July and August.

The location of the Annual meeting of the Red Deer Construction Association shall reside in Red Deer.

The Red Deer Construction Association shall invite to its annual meeting representatives of:

- All members in good standing
- Alberta Construction Association

The meetings should be scheduled to a fixed date at the beginning of each year.

Each year the new Directors should receive an orientation session which highlights the importance of making decisions for the betterment of all members and of the importance of and techniques for soliciting local issues to bring back to the RDCA Board.

Board meetings should be closed to all but voting Directors.

Persons who are not members of the Board of Directors (“Observers”) may, at the discretion of the Board of Directors, be able to attend meetings of the Board as an observer. Observers will be limited to Directors or staff of the RDCA membership.

The Board may remove the Observer from a Meeting at any time.

Associate members or similar organizations should have access by appointment or by invitation to speak to a specific agenda item, following which they should be excused from the meeting.

Associates shall receive the same meeting documentation as is provided to Directors on issues for discussion that may impact on Associates’ members. Excluded from this requirement is that documentation sent to Directors which relates to issues of governance of the RDCA such as financial reports and budgets.

### **Motions/Business of the Meeting**

The Red Deer Construction Association has no specific policy with regards to time which must elapse before a defeated motion may be brought to the floor a second time, an identical motion may not be raised again.

### **Name**

The Society shall be the Red Deer Construction Association and the acronym shall be RDCA.

### **Signatures**

Expenditures require an authorized signature of one member of Executive Committee and the Executive Director, or in the absence of the Executive Director, another member of Executive Committee or the Office Manager/Administrator. RDCA corporate credit card statements shall be initialled by one member of Executive Committee, Executive Director and/or Office Manager/Administrator.



## **Spokesperson**

The President is the public spokesperson for the Association. In the absence of the President, members of the Executive Committee will act as spokesperson. The Executive Director may use discretion to speak on behalf of the Association, for reasons of timing or familiarity with the issue. Other board members and internal committee members appointed by either RDCA shall only speak on behalf of RDCA when prior approval has been given in times of opportunity and in consideration of location when the spokesperson as noted in the previous paragraph is unavailable to do so.

### Volunteers Who Have Been A Spokesperson

Any time after their tenure has come to an end and is contacted by external parties to speak on behalf of RDCA, volunteers are requested to refer those inquiries to RDCA to allow for the current spokesperson to provide the RDCA position.

### External Committees

- Volunteer Appointees serving on external committees, boards, or ad hoc task groups will recognize the following:
- Appointees by RDCA to an external group recognize they are representing RDCA and will provide their expertise based on RDCA public policy. Appointees will contact the RDCA office for clarity and guidance when necessary.
- Two-way liaison and communication is important. Appointees shall maintain contact and provide to the RDCA Executive Director, in addition to regular reports, communications on relevant timely matters and proposals that develop from the external committee and which may impact RDCA and its members.
- The RDCA does not provide remuneration of any kind including reimbursement of travel expenses for volunteers who sit on external committees unless upon occasion there are special circumstances and prior approval by the RDCA board has been granted.
- Tenure for appointees shall be one year, with RDCA re-evaluating appointments to ensure ongoing value and best use of volunteer commitments.

## **Staff**

The title of the chief staff person is Executive Director.

## **Travel Reimbursement**

The Red Deer Construction Association shall reimburse the full amount of out-of-pocket costs borne by any eligible Director or eligible Committee member as a result of carrying out an assigned duty on behalf of the Association or attending any official meeting of the Association. Mileage Charges are set at 0.52 cents/km.

Full amount of out-of-pocket costs shall mean:

- Return air fare from the city or town of origin to the location of the meeting and airport parking, or a car allowance, with the per kilometre rate to be set annually as part of the Board approval of RDCA's Budget; taxi fares to and from an airport and the location of the meeting; hotel or other accommodation costs resulting from a meeting schedule such that overnight stay is reasonably required, with the exception of the Annual Meeting for which a limit of one night's hotel accommodation only will apply; food costs incurred during travel to or from the city or town of origin to the location of the meeting or reasonably required while waiting between arrival or departure schedules and meeting times; and any other costs that have been pre-approved by the Executive Committee.

## **CODE OF ETHICS**

The Red Deer Construction Association (RDCA) Board of Directors and employees shall strictly abide by this "Code of Ethics". This Code of Ethics summarises some of the key elements of the RDCA Standards Manual. Directors and employees should familiarize themselves with the Standards Manual, which is available at the RDCA office.

To ensure a clear understanding between each director, employee and the RDCA concerning this Code of Ethics, each employee is required, as a condition of employment, to document their acceptance and understanding of this policy upon employment and on a periodic basis thereafter.

The Code of Ethics under which the RDCA operates includes the following:

### **Integrity**

1. RDCA's work shall be carried out in an independent and impartial manner, using appropriate methods and procedures.
2. No misrepresentation of financial data will be made. All financial reports will reflect accurately the current position and performance of the Association in accordance with Association Policy and legal requirements.
3. All work shall be performed in compliance with applicable laws and Company Policies. No director or employee is authorized, intentionally or by disregard of procedure, to violate any legal, environmental, health, or safety requirement.
4. All directors and employees are required to inform the Executive Committee of any condition that creates a danger to the environment, poses health and safety hazards, or may be a violation of law or ethical conduct. The Association provides facilities to enable confidential reporting of such conditions.

### **Confidentiality**

5. The RDCA shall treat all information received in the course of the provision of its services as business confidential to the extent that such information is not already published, generally available to third parties or otherwise in the public domain.

### **Conflict of Interest**

6. All directors and employees shall be free from any conflict of interest. Conflicts of interest can include, but are not limited to, ownership or involvement in outside interests that could influence or adversely affect the directors or employee's performance or the Association's reputation. In the event of a conflict that could

influence a director or employee's actions on behalf of the RDCA, the director or employee shall reveal the conflict pursuant to the requirements of the Standards Manual

### **Anti-Bribery**

7. No reward, gift, or favour in return for, or dependent on, the outcome of any work will be accepted and any offer will be reported.

8. The RDCA prohibits (a) the offer, giving, or acceptance of a bribe in any form, including kickbacks on any portion of a contract payment, or (b) the use of other routes or channels including third parties for provision of improper benefits to, or receipt of improper benefits from, customers, agents, contractors, suppliers or employees of any such party or government officials.

9. While the RDCA is member focused in providing its service, it will not tolerate any breach of ethics, law, or RDCA's policy in order to satisfy member requirements, whether stated or implied. Any attempt to subvert this policy is to be reported to the Executive Committee through normal channels.

### **Fair Marketing**

10. All directors and employees shall (a) conduct sales and marketing (including comparisons with, or references to, competitors, competitors' services or third parties) in a manner that is truthful, not deceptive or misleading, and is consistent with applicable laws; and (b) present the RDCA in a fair manner; and (c) ensure presentational information is accurate and unambiguous.

### **Code of Ethics Certification**

This is to certify that I have read the above Code of Ethics and, to the best of my knowledge, I understand the intention and meaning and my responsibilities thereunder. I have had the contents explained to me, and have had the opportunity to ask questions and seek clarification.

**Board Member Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Board Member Full Name (Printed):** \_\_\_\_\_

**Office Location:** \_\_\_\_\_

**Witness Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_