



BY-LAWS

**Relating generally to the conduct of the affairs of
THE ONTARIO ROAD BUILDERS' ASSOCIATION**

These By-laws replace any and all previous By-laws of the Association

BE IT ENACTED AND IT IS HEREBY ENACTED as the By-laws of The Ontario Road Builders' Association as follows:

CONTENTS

1.00 Interpretation	9.00 Board of Directors
2.00 Head Office	10.00 Nomination of Directors
3.00 Corporate Seal	11.00 Officers
4.00 Financial	12.00 Meetings
5.00 Fiscal Year	13.00 Committees
6.00 Membership	14.00 Industry Councils
7.00 Membership Fees	15.00 Indemnification
8.00 Disciplinary Action	16.00 Enactment, Amendment and Repeal of By-laws

*OAPC Charter begins [HERE](#)

1. INTERPRETATION

- 1.01 Throughout the By-laws the following interpretations shall apply:
 - (a) The singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine;
 - (b) The term "Association" shall mean The Ontario Road Builders' Association (ORBA);
 - (c) The term "Board" shall mean the Board of Directors of the Association;
 - (d) The term "CEO" shall mean Chief Executive Officer;
 - (e) The term "Council" shall mean Industry Council;

- (f) The term “Member” or “active Member” shall mean, paid up member of the Association;
- (g) The term “OAPC” shall mean Ontario Asphalt Pavement Council;
- (h) The term “President” shall mean President of the Association and Chair of the Board of Directors;
- (i) The term “Vice-President” shall mean Vice-Chair of the Association and Vice-Chair of the Board of Directors;
- (j) The Term “2nd Vice-President” shall mean 2nd Vice-President of the Association;
- (k) The term “Past President” shall mean the Immediate Past President of the Board of Directors.

2. HEAD OFFICE

- 2.01 The Head Office of the Association shall be in the City of Mississauga and Province of Ontario or at such place within a municipality in Ontario where the Board may determine by means of a resolution.

3. CORPORATE SEAL

- 3.01 The Seal, an impression thereof, which is stamped in the margin hereof, shall be the Seal of the Association.
- 3.02 The Seal of the Association may, when required, be affixed to contracts, documents and instruments in writing, signed by the President or the CEO or by any Officer or Officers, person or persons, appointed by the Board.

4. FINANCIAL

- 4.01 All shares or other securities carrying voting rights of any company or corporation held from time to time by the Association may be voted at any and all meetings of shareholders, bondholders, debenture holders, debenture stock holders or holders of other securities (as the case may be) by such person or persons as may be determined from time to time by the Board.
- 4.02 All shares and securities owned by the Association shall be lodged (in the name of the Association) with a Chartered Bank or a trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Board.
- 4.03 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Association and in such manner as the Board may designate from time to time.

- 4.04 Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by the CEO, or in his/her absence, by the President. All such contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- 4.05 The term “contracts, documents and instruments in writing”, as used herein, shall include deeds, mortgages, hypothecations, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.
- 4.06 The accounts of the Association shall be audited annually by an auditor or auditors recommended by the Audit Committee and appointed by the Board of Directors. The Board, at their discretion, may appoint the auditor or auditors for a period of more than one year. Said appointment shall be affirmed each year at the Annual General Meeting.
- 4.07 A copy of the audited financial statements shall be made generally available to members by posting them to the Associations official website within one (1) week after being approved by the Board at the March meeting.
- 4.08 Provided that any By-laws authorizing the Directors to borrow money upon the credit of the Association shall have no force or effect until sanctioned by at least two-thirds of the votes cast by those present at a Special General Meeting of the Association duly called for the purpose of considering the By-law.

5. FISCAL YEAR

- 5.01 The fiscal year of the Association shall terminate on the 31st day of December in each year or on such other date as the Board shall determine from time to time.

6. MEMBERSHIP

- 6.01 The Board of Directors shall implement a membership policy which shall ensure the integrity, quality and ethics of its membership.
- 6.02 The following are the various Categories of membership in the Association:
 - (a) Contractor Member:** Limited to individuals and business organizations acting as contractor or sub-contractor on provincial or federal owned (Transport Canada, Infrastructure Canada, MTO, Metrolinx, Infrastructure Ontario, etc.) projects within Ontario for all types of transportation infrastructure including construction of, and components of, roads, highways, bridges, transit, rail, airports and marine transport and maintenance;
 - (b) Municipal Contractor Member:** Acting as contractor or sub-contractor on municipality owned projects within Ontario for all types of transportation infrastructure including construction of, and components of, roads, highways, bridges, transit, rail, airports and marine transport and maintenance;

- (c) **Producer Member:** A producer is an individual, firm or corporation engaged in the business of producing Hot Mix Asphalt;
- (d) **Contractor and Producer Member:** Acting as contractor as described in Contractor Member or Municipal Contractor Member above, and, is a producer member as described above;
- (e) **Asphalt Cement Supplier Member:** Asphalt Cement Supplier is an individual, firm or corporation engaged in the production and/or supply of asphalt cement;
- (f) **Associate Member 1:** A company providing goods and services to the transportation infrastructure industry, including, but not limited to, materials, supplies, equipment and professional services;
- (g) **Associate Member 2:** A wholly-owned subsidiary of an ORBA Contractor member company providing goods and services to the transportation infrastructure industry, including, but not limited to, materials, supplies, equipment and professional services;
- (h) **Honourary Member:** The Board of Directors may from time to time, bestow Honourary membership upon any person, association or corporation in recognition of distinguished service as determined by the Board of Directors at that time.

- 6.03 In these By-laws, the word “member” or “membership” is used to denote an active member or active membership.
- 6.04 Membership in the Association, whether active, associate or honorary, regardless of the Category, shall not be transferable.
- 6.05 Members may qualify as members in more than one Category, however in such cases, the member shall have just one vote.

7. MEMBERSHIP FEES

- 7.01 The terms, conditions, fees, discounts and benefits for each Category of membership shall be as determined by the Board from time to time.
- 7.02 Annual Membership Fees shall be due and payable within thirty days after date of their approval and thereafter within thirty days after the commencement of each fiscal period of the Association. Assessments shall be due and payable on the day for payment, of which notice shall have been given to the Association Head Office. A member may terminate their membership by written notice being provided to the Manager, Membership Development at the Association Head Office.
- 7.03 Any member who is sixty (60) days in arrears in the payment of any annual dues or assessment shall cease to be a member in good standing, but may be reinstated upon the payment of all outstanding annual dues and assessments.

- 7.04 Any member who is in arrears in the payment of any annual due or assessment for more than ninety days shall automatically forfeit his membership, but shall remain liable for all unpaid dues and assessments.

8. DISCIPLINARY ACTION

- 8.01 The Board, at their discretion, may reprimand or censure any member, or suspend or cancel the membership of any member, who has been found by a two-thirds majority vote of those Board members present at a meeting, to have conducted themselves in a manner prejudicial to the objects of the Association or of continued breach of the constitution or By-laws, or who has been convicted of a serious criminal offence before a court law.
- 8.02 No such action shall be taken until a formal complaint, made in writing, has been filed with the Chief Executive Officer, and a copy of same has been forwarded to the member accused of such conduct.
- 8.03 The accused member shall be given the opportunity to submit evidence in their defense in such a manner as prescribed by the Board.
- 8.04 No action shall be brought against the Association or against any Director or Officer of the Association, for any action taken pursuant to the above-noted.

9. BOARD OF DIRECTORS

- 9.01 The affairs of the Association shall be governed by the Board who may exercise all such powers and do all such acts and things as may be exercised or done by the Association or by the By-laws or any special resolution of the Association or by statute expressly directed or required to be done by the Association at a General Meeting of the members.
- 9.02 The Board shall consist of up to twenty-six (26) Directors constituted as follows:
- (a) 18 Contractor Members;
 - (b) 2 Additional Contractor Members at the Board's discretion, pursuant to Section 9.10 below;
 - (c) 4 Associate Directors;
 - (d) The Chair of any Industry Council constituted from time to time by the Board of Directors under Section 14 of these By-laws;
 - (e) In addition to the foregoing, the Chief Executive Officer of the Association shall be ex-officio, non-voting, member of the Board.

- 9.03 Quorum for any meeting of the Board shall be 50% plus 1 of the total number Directors of the currently constituted Board.
- 9.04 In order to be elected as a Director, a person must be at least eighteen (18) years old and shall represent an active Member in good standing.
- 9.05 At each Annual General Meeting a sufficient number of new Directors shall be elected to maintain a full complement. The Board shall be elected for a new term of office as defined in Section 9.06.
- 9.06 A Director's normal term of office shall commence on the date of the meeting at which they are elected or appointed, and continue until the date of the Annual General Meeting held three (3) years subsequent to that meeting unless the Director should choose to submit his resignation prior to the expiration of the three-year term. Under special circumstances and at the discretion of the Board, Directors may be proposed for terms less than three years.
- 9.07 Directors whose term of office has expired, may be renewed for a new term if this is deemed to be in the best interests of the Association.
- 9.08 Directors shall be elected by a show of hands and the Director shall be deemed elected upon his having received a majority of the votes cast by those members present at the meeting.
- 9.09 At each Annual General Meeting six (6) of the eighteen (18) Contractor Directors shall be elected for a term of three (3) years.
- 9.10 At the discretion of the Board, at each Annual General Meeting, one (1) or two (2) additional Contractor Directors may be elected for a term of three (3) years;
- 9.11 At each Annual General Meeting, four (4) Associate Directors shall be elected for a term of one (1) year.
- 9.12 The office of a Director of the Association shall be considered vacant upon any of the following circumstances having occurred:
- (a) The Director dies;
 - (b) The Director is found to be bankrupt, becomes bankrupt, suspends payment or compounds with his creditors or makes an authorized assignment or is declared insolvent;
 - (c) The Director is found to be mentally incompetent or a person not to be of sound mind;
 - (d) The Director is convicted of any criminal offence;
 - (e) The Director ceases to be a fully paid up member of the Association; or
 - (f) The Director gives notice in writing that he is resigning his office and in such

case the office of the Director shall be considered vacant upon receipt of such notice of resignation at the Head Office of the Association.

- 9.13 The Board, by majority vote, may declare a Director's position vacant if the said Director is absent for three (3) or more consecutive Board meetings.
- 9.14 If a vacancy occurs due to any of the reasons noted in Sections 9.06 or 9.13 above, the Board may choose to leave the position vacant until the end of the current term or they may choose to appoint a person to fill the vacancy for the balance of the term.
- 9.15 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such.
- 9.16 Following an annual performance review by the Executive Committee, or a review subcommittee designated by the Executive Committee, the Committee shall subsequently fix the remuneration to be paid to the CEO.
- 9.17 Should for any reason a vacancy occur on the Board, the Board may choose to appoint a qualified individual to the Board to fill the vacancy and such person shall hold office until the next Annual General Meeting.

10. NOMINATION OF DIRECTORS

- 10.01 The Governance and Nominating Committee shall prepare a list of nominees, including the Directors still serving who wish to renew their terms of office. The list shall be submitted to the Directors not later than the fifteen (15) days prior to the date of the Annual General Meeting.
- 10.02 At the Annual General Meeting the nominees for Directors as named by the Governance and Nominating Committee and as approved or amended by the Board, shall be placed in nomination for consideration and election by those members present.

11. OFFICERS

- 11.01 The Officers of the Association shall be the President (Chair), the Vice President (Vice-Chair), the 2nd Vice-President, the Secretary, the Immediate Past President, and the CEO.
- 11.02 The President, the Vice-President, the 2nd Vice-President and the Secretary shall be elected annually by the Directors from among their number at a meeting following the Annual General Meeting. Such election shall be by a show of hands, or by ballot at the request of a majority of the Directors present. All other Officers shall be automatically appointed by virtue of their position or appointed by the Directors upon such terms and conditions as the Directors may from time to time determine, and may, but need not be, members of the Board.

11.03 The duties of each Officer shall be as follows:

- (a) **PRESIDENT (CHAIR):** The Board, as per Section 11.02, shall elect a President from their number on an annual basis. The President shall chair all Board meetings and all Special and General Meetings of the members. He/she shall sign all instruments which, under policy, require his signature and shall perform all duties incident to the office and or any other duties as may from time to time be assigned to by the Board. The President is a member of, and chairs, the Executive Committee;
- (c) **VICE-PRESIDENT (VICE-CHAIR):** The Board, as per Section 11.02, shall elect a Vice-President from their number on an annual basis. The Vice-President shall be the Vice-Chair of the Board. The Vice-President shall be vested with all the powers and shall perform all of the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have other such powers and duties as may from time to time be assigned to by the Board. The Vice-President is a member of the Executive Committee and traditionally, the Vice-President chairs the Annual Convention Committee;
- (d) **2nd VICE-PRESIDENT:** The Board, as per Section 11.02, shall elect a 2nd Vice-President from their number on an annual basis. The 2nd Vice-President shall be vested with all the powers and shall perform all of the duties of the President in the absence or disability or refusal to act of the President and the Vice-President. The 2nd Vice-President shall have other such powers and duties as may from time to time be assigned by the Board. The 2nd Vice-President is a member of the Executive Committee;
- (e) **SECRETARY:** The Board, as per Section 11.02, shall elect a Secretary from their number on an annual basis. The Secretary or his/her 'authorized designate', who must also be an Officer, shall have charge of the Association's minute books, letters patent, By-laws, special resolutions, register of members and the register of Directors;
- (f) **IMMEDIATE PAST PRESIDENT:** As per Section 11.02, the Immediate Past President is automatically appointed by virtue of their position. The Immediate Past President is a member of the Executive Committee and they Chair the Board Governance & Nominating Committee;
- (g) **CHIEF EXECUTIVE OFFICER:** The Board shall engage a Chief Executive Officer (CEO). The CEO, while working regularly with the President and reports directly to the Board as a whole. He/she shall be the chief administrative, operating and financial officer of the Association and in such capacity shall have overall responsibility and authority for the day-to-day operations of the Association. The Board shall define the specific authority and responsibilities of the CEO and shall cause same to be set out in a Terms of Reference for the position and/or include them in an Employment Agreement. By virtue of his/her position, the CEO is and ex-officio member of both the Board and the Executive Committee. The CEO is commonly named as the 'authorized designate' of the Secretary.

- 11.04 Any Officer, whether a Director of the Association or not, may be removed from office by a resolution passed by at least a two-third majority at a meeting of the Directors, duly called with quorum present, to consider such resolution.
- 11.05 In addition to the duly appointed officers in Section 11.03 above, the Association may appoint an ex-officio officer who shall assume the role of the Historian of the Association. The Historian shall be tasked with the maintenance of the existing historical body of knowledge as well as the development, research and promotion of the history of the road construction industry and the histories of the Association, member companies and industry leaders. The Historian would attend the Board meetings only as required or necessary.

12. MEETINGS

12.01 BOARD OF DIRECTORS MEETINGS

- (a) Meetings of the Board, or of any committee, may be held in person, by teleconference or by video conference at the Head Office or at any other place as may be determined by the President;
- (b) A meeting of the Board may be convened by the call of the President, or in his absence by the Vice-President, or by any four (4) Directors at any time and upon such call the CEO shall take the necessary steps to convene a meeting of the Board;
- (c) Notice of Board meetings shall be delivered by the most reasonable means to each Director not less than 2 days before the meeting is to take place. A Board meeting may be held without formal notice having been given if the Board unanimously agrees to waive such notice;
- (d) The presence of a 50% plus 1 majority of the Directors currently holding office, shall be a quorum of any meeting of the Board. No business, other than replacing vacancies on the Board, shall be transacted at any meeting of the Board unless the requisite quorum is present;
- (e) For the first meeting of a newly elected Board, held immediately following an election of Directors at an Annual General Meeting of the members, no notice shall be necessary in order to legally constitute the meeting, providing that a quorum of the Directors be present. Likewise, for a meeting of the Board at which a Director has been appointed to fill a vacancy on the Board, no notice shall be necessary to the newly-appointed Director;
- (f) In accordance with Section 11.03 of these By-laws, meetings of the Board shall be chaired by the President. In the absence of the President or, at the request of the President, the Vice-President shall act as the Chair of the meeting. In the absence of both the President and the Vice-President, the Board may appoint the 2nd Vice-President or any other Director to chair the meeting;
- (g) Past-Presidents who are still active in the road building industry, in the employ or as owners of a member company, shall, upon invitation, be entitled

to attend meetings of the Board of Directors. Past-Presidents attending such meetings shall not participate in the meeting unless called upon to do so by the President and they shall not, under any circumstances, have a vote on matters before the Board;

- (h) Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of a tie vote, the Chair of the meeting shall cast a second and deciding vote to break the tie;

12.02 ANNUAL OR SPECIAL GENERAL MEETINGS

- (a) An Annual General Meeting of the members shall be held in each year at such place within Ontario, on such day as determined by the Board;
- (b) At each Annual General Meeting there shall be presented a report of the activities of the Association for the previous year, a financial statement of the Association and such other information or material relating to the Association's affairs which, in the opinion of the Board, is considered to be pertinent to the members present;
- (c) A Notice of Meeting of the members, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered to each member by the most reasonable means at least ten (10) days before the date of such meeting. Such notice shall be delivered to the address (street or electronic) as it appears in the records of the Association and if no such address is provided therein then to the last address of such member known to the CEO;
- (d) Special General Meetings may be held at any time and place at the call of the President or by Resolution of the Directors or on a written request signed by not less than seventy-five (75) members delivered to the CEO and stating the purpose for which the Special General Meeting is to be held. As with a notice for a regular Annual General Meeting, such notice shall be delivered to the address (street or electronic) as it appears in the records of the Association and if no such address is provided therein then to the last address of such member known to the CEO;
- (e) In accordance with Section 11.03 of these By-laws, the President shall act as the Chair of any Annual or Special General Meeting. In the absence of the President, or at the request of the President, the Vice-President shall act as the Chair of the meeting;
- (f) All business to be discussed or transacted at any Annual or Special General Meeting requires prior notice, thereby allowing such business to be included in the Notice of Meeting to members;
- (g) The number of members of the Association required for a quorum at an Annual or Special General Meeting shall be those members present;
- (h) Other meetings of the members may be convened by order of the President or by the Board for any date and time and at any place provided that adequate notice is given in accordance with subsection (c) above.

- 12.03 Procedures for all meetings shall be governed by these By-laws. In the absence of a specific procedure, Robert's Rules of Order (10th Edition) shall apply.
- 12.04 Where more than one Director is affiliated with a member company, or member companies, under common ownership and/or control, those Directors shall be entitled a total of one vote on all matters considered by the Board. In no case may more than two Directors from the same member company, or companies, under common ownership and/or control hold a seat on the Board at the same time.
- 12.05 At all general meetings of the Association each active Member in good standing shall be entitled to one vote. Associate and Honorary members shall not be entitled to vote at any meetings of the Association. In no event shall any member who qualifies to vote under more than one category of membership be entitled to more than one vote and Members representing the same company or companies under common control as defined in the Income Tax Act shall only be entitled to a single vote.
- 12.06 Questions arising at any Annual or Special General Meeting shall be decided by a majority of votes of those present. In the case of a tie vote, the Chair of the meeting shall cast a second and deciding vote to break the tie.

13. COMMITTEES

- 13.01 The Board, at its discretion, may from time to time constitute Committees for any purpose that the Board deems advisable. In most cases the chairperson of Committees so constituted may be, but does not necessarily have to be, a Director. Other than in exceptional circumstances, committee members should be representatives of active member firms.
- 13.02 Annually, the President shall prepare for the Board a list of recommended nominees for chairing the various Board Working Committees. Following consideration of the list and any subsequent amendments to that list, the Board shall then appoint the Committee Chairs for a one-year term. The appointment and operation of these Committees shall be in accordance with the terms set out in their respective Charters and associated Guidelines, which shall be approved by the from time to time.
- 13.03 The President and the CEO shall be ex-officio members of all Board Working Committees.
- 13.04 Annually, the President shall prepare for the Board a list of recommended nominees for Chairs of the following senior Board Committees.
 - (a) Executive Committee (EC) – The members shall consist of the President, the Vice-President, the 2nd Vice President, the Immediate Past President and the CEO as an ex-officio non-voting member. The Board may, at their discretion, appoint an additional Director to serve on the EC if it is deemed necessary or advisable. The President shall chair the Committee;

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Directors may from time to time make) all the powers of the Directors in the conduct of the affairs of the Association (save and except any such acts as must by law be performed by the Directors themselves) in such manner as Executive Committee shall deem best in the interests of the Association. All

action by the Executive Committee shall be reported to the Directors at their meeting next succeeding such action and shall be subject to revision or alteration by the Directors, provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration;

- (b) Audit Committee (AC) - The members shall consist of the President and two (2) additional Directors, one of whom shall be elected as the Chair of the Committee, plus one member-at-large drawn from the active membership of the Association. The CEO is an ex-officio not-voting member;

- (c) Governance & Nominating Committee (G&NC): The members shall consist of the Immediate Past President and two (2) additional Directors selected by the Chair. The Immediate Past President shall chair the Committee.

14. INDUSTRY COUNCILS

- 14.01 Industry Councils may be constituted from time to time by the Board of Directors and ratified by a majority vote of the active Members present at an Annual General Meeting. When approved, the respective Council Charter shall be added as an Appendix to, and therefore form part of, the Association's By-laws. As part of the By-laws, a Council Charter may only be amended by a majority vote of those Members present at an Annual General Meeting. All present and future Industry Councils shall be treated as equal partners of the Association, each one having no more authority than the other.
- 14.02 The Ontario Asphalt Pavement Council (OAPC) is hereby adopted as an Industry Council of the Association, governed in accordance with these By-laws and under the terms of its respective Charter.

15. INDEMNIFICATION

- 15.01 Every Officer of the Association, his/her heirs, executors and administrators and estate and effects respectively, shall be at all times, indemnified and saved harmless subject to the provisions of all applicable statutes, from and against any liability and all costs, charges and expenses that he/she may sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of the proper execution of the duties of his/her office. For the purpose of this Section only, the term "Officer" shall be deemed to include the members of the Board of Directors, members of the Board committees and the members of the Association staff.

16. ENACTMENT, AMENDMENT AND APPEAL OF BY-LAWS

- 16.01 By-laws may be enacted only by the Board of Directors. The Directors may from time to time repeal, amend or re-enact By-laws, but every such By-law and every repeal, amendment or re-enactment thereof, unless in the meantime sanctioned at an Annual General Meeting of the Association duly called for that purpose, shall only have force until the next Annual General Meeting of the Association and in default of confirmation thereat shall at and from that time cease to have force.

APPENDIX A

CHARTER of the ONTARIO ASPHALT PAVEMENT COUNCIL

PURPOSE

This “Ontario Asphalt Pavement Council Charter” shall alternatively be known as Appendix A of the By-laws of the Ontario Road Builders’ Association.

The Ontario Asphalt Pavement Council (OAPC) was formed as an Industry Council constituted by the Ontario Road Builders’ Association (ORBA). The OAPC was formed in connection with the amalgamation of the former Ontario Hot Mix Paving Association (OHMPA) with ORBA (the “Amalgamation”) effective December 31, 2016. This Charter forms part of the By-laws and constating documents of ORBA.

Any changes or amendments to the Charter requires a vote of approval by both the OAPC Council and ORBA Board of Directors. Once this occurs, the Charter may be presented to the membership for approval.

INTERPRETATION

Throughout the Charter, the following interpretations shall apply:

- (a) The singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and the masculine shall include the feminine;
- (b) The term “Association” shall mean The Ontario Road Builders’ Association (ORBA);
- (c) The term “Board” shall mean the Board of Directors of the Association;
- (d) The term “Council” shall mean Ontario Asphalt Pavement Council (OAPC);
- (e) The term “Director shall mean a Director on the Ontario Asphalt Pavement Council;
- (f) The term “CEO” shall mean Chief Executive Officer of ORBA;
- (g) The term “Member” or “active Member” shall mean, paid up member of the Association.

MANDATE

1. The Council shall be empowered to advocate on behalf of the interests of the Members and in particular as to the preferred attributes of asphalt and/or asphalt cement as a road building material.
2. The Association shall seek input, direction and advice from OAPC in respect of all material matters pertaining to asphalt and asphalt cement and the Association Board of Directors shall reasonably accept such input, direction and advice in all such instances to the extent that it shall be consistent with the Association’s objects, By-laws or the Board’s fiduciary duties.

3. OAPC may interact directly with industry agency representatives thereby addressing concerns or making recommendations with respect to industry specifications.
4. The OAPC shall be the Association's primary liaison with the Ontario Provincial standards setting authorities on issues related solely to asphalt and asphalt cement; and to the extent that issues relate in part to asphalt and asphalt cement, the Association shall work in support of the OAPC in such dealings.
5. The Association and its Board of Directors shall make all reasonable efforts to strengthen the profile of the OAPC.
6. The carrying out of the mandate set out herein shall, in all respects, be executed in a manner consistent with principles of good faith and consistent with the objects and By-laws of the Association.

PROCEDURES, POWERS AND DUTIES

7. OAPC shall have the following structure procedures and duties:
 - a. Those who upon payment of the appropriate annual fees, shall be active Members in good standing of the Association who are actively engaged in Ontario as suppliers of asphalt and/or asphalt cement for the road construction industry.
 - b. The Council shall be elected annually by a vote of active Members at a meeting called for that purpose as more particularly set out herein. For greater certainty, the title 'Council Director' throughout this Charter denotes a legal status of a representative of the Council and does not indicate that the Council Director is a member of the Board of Directors of ORBA unless such Council Director is also elected as an ORBA Director in accordance with the ORBA By-laws.
 - c. The Council Directors shall choose from their number in accordance with the procedure set out herein, a Council Chair who shall act as chairperson of all meetings of the Council Directors.
 - d. The Officers of the Council shall be elected from their number by the Council Directors at a meeting following the Annual General Meeting.
 - e. The chief staff officer of the Council shall be the Chief Executive Officer (CEO) of the Association.
 - f. The Council shall draft an annual operational plan supporting the OAPC strategic plan and including an operating budget, the latter of which shall be submitted to the CEO for inclusion in the Association operations budget and approved by the Association Board of Directors. Upon approval of the budget, the Council may engage in the various activities of the Council activities as approved by the Council.
 - g. OAPC shall be entitled to maintain and access financial reserves set up for special purposes. These funds shall remain listed as special accounts in the OAPC portion of the Association's financial records. Such funds shall be managed by the Council and shall be used for the purposes for which they are established. Fundraising activities for such reserves will continue under the authority of the Council.

- h. The Directors shall be empowered to create committees of the Council and to prescribe the said committees' mandate and scope of authority provided such authority is not otherwise inconsistent with this charter or the Association By-laws.
- i. The Council may at any time propose changes to this Charter for consideration and approval by the ORBA Directors.

ANNUAL AND SPECIAL GENERAL MEETINGS

- 8. The Annual General Meeting (AGM) of OAPC shall be held each year at the AGM of the Association at a time, date and place determined by the Association. The purpose of the AGM is to receive any reports and statements, elect Directors and Officers of the Council from among their number, and transact other business as may be properly brought before the meeting.
- 9. A General Meeting of OAPC may be convened by the Council at any time with proper notice stating the business to be brought before the Meeting.
- 10. A Special Meeting of the Council may be convened by the Council if a petition in writing is signed by at least twenty-five percent (25%) of the Members in good standing delivered to a Council Officer and stating the purpose for which the meeting is called.
- 11. A Notice of Meeting of the members, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be delivered to each Member by the most reasonable means at least ten (10) days before the date of such meeting. Such notice shall be delivered to the address (street or electronic) as it appears in the records of the Association and if no such address is provided therein then to the last address of such member known to the CEO.
- 12. The number of members of the Association required for a quorum at an Annual or Special General Meeting shall be those members present.
- 13. Each Member in good standing presented in person shall be entitled to one vote for the transaction of business properly brought before a meeting of OAPC.
- 14. Any motion submitted to any meeting of OAPC shall be determined by a majority vote unless, in the case of a tie of votes, the Chair of the meeting shall be entitled to a second or casting vote.
- 15. At the Annual General Meeting, the slate of nominees proposed by the Council Directors, shall be nominated for election as Council Directors. Other members may be nominated for election as Council Directors by giving notice in writing to any Council Officer, with the written support of two (2) active Members in good standing together with the written consent of the nominee at least fifteen (15) days before the Annual General Meeting.

COUNCIL DIRECTORS

16. Leadership of the Council is the responsibility of the Council Directors. The Council Directors shall be composed of up to twenty (20) Directors nominated from the active Members of the Association. The CEO shall be an ex-officio, non-voting member of the Council.
17. Where more than one Director is affiliated with a member company, or member companies, under common ownership and/or control, those Directors shall be entitled a total of one vote on all matters considered by the Council. In no case may more than two Directors from the same member company, or companies, under common ownership and/or control hold a seat on the Board at the same time.
18. In order to be elected as a Director, a person must be at least eighteen (18) years old and shall represent an active Member in good standing.
19. The Governance & Nominating Committee shall be appointed by the Directors and shall be chaired by the Immediate Past Chair of the Council.
20. The Governance & Nominating Committee shall prepare a list of nominees for Council Directors from the active Members for submission to the Council Directors, not less than thirty (15) days prior to the date of the Annual General Meeting.
21. At the Annual General Meeting, the nominees for Director, as named by the Governance & Nominating Committee and as approved or amended by the Council, shall be nominated for election.
22. Other Members may be nominated for election as Directors by giving notice in writing to any Council Officer, with the written support of two (2) Members in good standing together with the written consent of the nominee at least fifteen (15) days before the Annual General Meeting.
23. The Members shall, by resolution, at the Annual General Meeting elect each nominated Director to a term of two years. The Directors so elected shall be the Nominees receiving the greatest number of votes and will automatically take office upon the adjournment of the Annual General Meeting.
24. In the event that the number of Nominees does not exceed the number of vacancies then no ballot is necessary and the Chair shall declare the nominations closed and the Nominees elected.
25. A quorum of the Council shall be a majority of 50% + 1 of the currently constituted Council Directors.
26. The Directors may, by special resolution ratified by at least two-thirds (2/3) of the votes cast at a Special General Meeting of active Members or at a meeting of the Council of which notice specifying the intention to pass such special resolution has been given, remove any Director before the expiration of his or her term and may, by a majority of the votes cast at such meeting, elect any active Member in good standing for the remainder of the term.

27. Vacancies among the Council Directors, however caused, may so long as a quorum of Council Directors remain in office, be filled by the Directors from among the qualified and active Members, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected.
28. Except as otherwise required by law, the Council may hold its meetings at any time or place. Council meetings may be formally called by the Chair.
29. The Directors may appoint a day or days in any month or months for regular meetings at any hour to be named and of such regular meeting no notice need be sent.
30. A meeting of the Council may also be held, without notice, immediately following the annual meeting of the Council. The Council may consider or transact any business either special or general at any meeting of the Council.
31. Notice of any meeting of the Council shall be at least two (2) days if given by telephone or electronic transmission, or five (5) days if given by post.
32. No formal notice of any meeting of the Council shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence.
33. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Council is as valid as if it had been passed at a meeting of Council.
34. A Director may participate in a meeting of the Council by means of telephone or such other communication facilities as to permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting is deemed to be present at that meeting.
35. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of a tie of votes, the Chair, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
36. The Directors shall receive no remuneration for acting as such, but Directors may be reimbursed for reasonable expenses incurred in fulfilling Council responsibilities, when such expenses are duly authorized and approved by the Council.

COMMITTEES

37. The Council may appoint an Executive Committee comprised of the Officers of the Council.
38. Subject to any regulations imposed by the Directors, between Council meetings, the Executive Committee may exercise all the powers of the Council in the management and direction of the affairs of the Council, except what must be performed by the Directors By law or pursuant to the ORBA By-laws or any actions inconsistent therewith.

39. Meetings of the Executive Committee may be held at any place and in any manner that suits the agenda. The Executive Committee shall keep minutes of its meetings, including all actions taken by it, and shall submit them as soon as practical to the Council for ratification. Subject to any regulations imposed by the Council, the Executive Committee has the power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure.
40. The Council Governance & Nominating Committee shall be appointed by the Council Directors and shall be chaired by the Immediate Past Chair of the Council.
41. The Council Governance & Nominating Committee will recommend the slate of nominees for election as Council Directors at least thirty (30) days before the Annual General Meeting. In preparing a list of Nominees, the Council Governance & Nominating Committee shall give consideration to such factors as regional representation and industry size.
42. All Nominees shall be advised and requested to acknowledge acceptance of the nomination.
43. Committees shall be appointed by the Council each year following the Annual General Meeting. The members of such Committees shall serve for one (1) year or until their successors have been appointed.

OFFICERS OF THE COUNCIL

44. The Officers of the Council shall be the Chair, the Vice-Chair, the Secretary and the Immediate Past Chair. The CEO is an ex-officio Officer of the Council.
45. The Chair, the Vice-Chair and the Secretary shall be elected annually by the Directors from among their number at a meeting following the Annual General Meeting. Such election shall be by a show of hands, or by ballot at the request of a majority of the Directors present. All other Officers shall be automatically appointed by virtue of their position or appointed by the Directors upon such terms and conditions as the Directors may from time to time determine.
46. The Council shall designate specify the duties of the Officers, subject to the Association By-laws and delegate to them such powers as to manage the business of the Council.
47. The Officers shall hold office until their successors are appointed.
48. Any Director is eligible to be elected to any position as an Officer of the Council, with the exception of Immediate Past Chair and, of course, the CEO.
49. An Officer must be a Director who represents an active Member.
50. In the event of a vacancy occurring amongst the Officers, the Council Directors shall make an appointment from the remaining Directors to complete the unexpired term of office.
51. The Chair of the Council shall give oversight to the efficient operation of the Council and supervise the implementation of the policies and programs of the Council. The Chair shall

preside at all meetings of the Council and the Executive Committee. The Chair shall be an ex-officio member of all other Committees.

52. The Vice-Chair of the Council shall be responsible for ensuring that the strategic planning activities of the Council are addressed. The Vice-Chair shall act in the absence of the Chair and may perform such other duties as determined by the Council Directors.
53. The Immediate Past Chair shall chair the Governance & Nominating Committee. The Immediate Past Chair shall perform such other duties determined by the Council Directors.
54. The Secretary or his/her 'authorized designate', who must also be an Officer, shall have charge of the Association's minute books, letters patent, By-laws, special resolutions, register of members and the register of Directors. The CEO is usually considered to be the "authorized designate".
55. The Officers, with exception of the CEO, shall serve without remuneration and no Officer shall directly or indirectly profit from serving as a Council Officer. A Council Officer may be reimbursed for reasonable expenses incurred in fulfilling Council responsibilities, when such expenses are duly authorized and approved by the Council.
56. Any Officer may be removed from office by a resolution passed by a special resolution of at least a two-thirds (2/3) majority at a meeting of the Council duly called and with quorum in attendance to consider such a resolution.

DUTIES

57. Every Council Director and Council Officer shall exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interests of the Council, and shall exercise the degree of care, diligence, and skill that a reasonable prudent person would exercise in comparable circumstances.

INDEMNIFICATION

58. Every Officer of the Council, his/her heirs, executors and administrators and estate and effects respectively, shall be at all times, be indemnified and saved harmless subject to the provisions of all applicable statutes, from and against any liability and all costs, charges and expenses that he/she may sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of the proper execution of the duties of his/her office. For the purpose of this Section only, the term "Officer" shall be deemed to include the members of the Council, members of the Council committees and the members of the Association staff.