



Ottawa Snow Contractors' Association

CONSTITUTION

1. NAME:

The name of the Association is the: OTTAWA SNOW CONTRACTORS' ASSOCIATION hereinafter referred to as the "OSCA" or the "Association".

2. PURPOSES:

The Ottawa Snow Contractors' Association represents and promotes the snow and ice management industry in greater Ottawa. OSCA is a local, member-run trade association which is made up of companies, individuals, organizations and associations related to this industry.

2.1. The Association encourages members to follow best practices in the snow and ice management industry and to continually upgrade their education; and be conscientious of the impact the industry has on the natural environment.

2.2. To be conscientious of the impact the industry has on the natural environment;

2.3. To work as a liaison between snow and ice contractors and the City of Ottawa as well as all other levels and branches of government and the local, provincial and federal level;

2.4. To represent the shared interests of the local snow and ice management industry to the public at large.

2.5. To encourage practices and policies that promote safety to Members' staff, their customers and the general public.

3. ATTAINING OBJECTS

The Association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the Mission Statement of the Association.

4. PROPERTY OF THE ASSOCIATION

The Association must apply all property and income of the association towards the promotion of the Mission Statement of the association and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

5. POWERS OF THE ASSOCIATION:

- 5.1. To acquire, hold, deal with, and dispose of any real or personal property;
- 5.2. To open and operate bank accounts;
- 5.3. To invest its money –
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorized by the rules of the Association;
- 5.4. To borrow money upon such terms and conditions as the Association thinks fit;
- 5.5. To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 5.6. To appoint agents and employees to transact any business of the Association on its behalf for reward or otherwise;
- 5.7. To build, construct, erect, maintain, alter, and/or repair any premises, building, or other structure of any kind, and to furnish, equip, and improve the same for use by the Association;
- 5.8. Accept donations and gifts in accordance with the objects of the Association;
- 5.9. Print and publish any information by any media including newsletters, newspapers, articles, or leaflets for promotion of the Association;
- 5.10. Provide gifts and prizes in accordance with the objects of the Association;
- 5.11. Organize social events for Members and the promotion of the Association; and
- 5.12. To enter into any other contract the Association considers necessary or desirable.

6. MEMBERSHIP:

- 6.1. Membership shall be open to any business or person who wishes to further the interests of OSCA.
- 6.2. Any person seeking membership shall make an application to the Membership Committee, and the Membership Committee shall determine whether the application is successful or not.
- 6.3. Each person admitted to membership shall be;
 - 6.3.1. Bound by the Constitution, Code Of Ethics, Membership Application of the Association and Statement on Competition.
 - 6.3.2. Be liable for fees and subscriptions as set forth by OSCA.
 - 6.3.3. Entitled to all advantages and privileges of membership.
- 6.4. Membership Categories:
 - 6.4.1. ACTIVE MEMBER - Voting
Firms directly involved in the clearing or removal of snow or ice.
 - 6.4.2. ACTIVE MEMBER/SOCIAL - Non-Voting
Firms directly involved in the clearing or removal of snow or ice that are either (a) a franchisee of a company who is an Active Member or (b) if the majority of the company's sales are from sub-contracting work to an Active Member.
 - 6.4.3. INTERIM
Firms directly involved in the clearing or removal of snow or ice who are not yet eligible for ACTIVE membership.
 - 6.4.4. SUPPLIER
Suppliers of goods or services to the snow and ice management industry.
 - 6.4.5. AFFILIATE MEMBER
Schools, other associations, property managers, other interested parties.
 - 6.4.6. LIFE MEMBERSHIP

The Board of Directors may elect any member who has given outstanding service to the Association. Any member may nominate a person to the Management Committee for consideration for Life Membership.

6.5. The Board of Directors shall appoint a member of the Board to maintain an up to date register of members of the Association.

6.6. A member may at any reasonable time inspect the records and documents of the Association.

7. MEMBERSHIP FEES:

7.1. Annual fees are to be paid by Members according to their type of membership when they are due.

7.2. Membership fees will be due on or before OSCA's year end (on our about June 15th).

7.3. The membership fees will be set by the Membership Committee.

8. TERMINATION OF MEMBERSHIP

8.1. Any person's membership may be terminated by the following events;

8.1.1. Resignation

8.1.2. Expulsion

8.1.3. A Member's annual membership fee remains unpaid after 60 days falling due

8.2. The Board of Directors shall have the power to suspend or expel any member of the Association for:

8.2.1. Any of the events in Item 8.1

8.2.2. False or inaccurate statements made in the member's application for membership of the Association,

8.2.3. Breach of any rule, regulation or bylaw of the Association and

8.2.4. By any act detrimental to the Association

After having undertaken due inquiry.

8.3. Any Member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

9. BOARD OF DIRECTORS

9.1. Management of the Association shall be vested in the Board of Directors (the "Board") elected by the members at the Annual General Meeting and consisting of;

9.1.1. President

9.1.2. Secretary

9.1.3. Treasurer

9.1.4. Directors - two (2)

9.1.4.1. The number of directors or changes in titles or numbers of other positions can be increased or decreased by a vote at the Annual General Meeting.

9.2. No person shall hold more than one position on the Board of Directors at any one time. A person shall cease to be a member of the Board of Directors at the conclusion of the Annual General Meeting which follows his/her election and he will be eligible for re-election.

9.3. A quorum of the Board of Directors shall be half of its members plus one.

- 9.4. If the President or Vice President is unable to attend, then a chairperson nominated by the meeting shall chair that meeting.
- 9.5. A member of the Board Of Directors may lose his or her seat on the Board for either of the following;
- Absence from two or more meetings in a fiscal year without leave of absence.
 - A majority vote by the general membership at an Association Meeting.

10. POWERS OF THE BOARD OF DIRECTORS

- 10.1. The Board Of Directors shall carry out the day-to-day running of the Association and shall have the power to:
- 10.1.1. Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account;
- 10.1.2. Fix the manner in which such banking accounts shall be operated upon, providing the Board Of Directors passes all payments;
- 10.1.3. Fix membership fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof;
- 10.1.4. Adjudicate on all matters brought before it which in any way affect the Association.
- 10.1.5. Cause minutes to be made of all proceedings at meetings of the Board and General Meetings of members;
- 10.1.6. Make, amend and rescind rulings and By-laws;
- 10.1.7. Have the power to form and appoint any sub committees as required for specific purposes;
- 10.1.8. May at their discretion employ a person or persons to carry out certain duties required by the Association, at salaries or remunerations for such period of time, as may be deemed necessary.
- 10.1.9. Should a vacancy occur on the Board Of Directors during the fiscal year, the Board shall appoint a successor until the next Annual General Meeting.
- 10.1.10. Appoint an officer(s) or agent of the Board to have custody of the Association's records, documents, electronic passwords and securities.

11. AUDITOR

- 11.1. The Annual General Meeting shall elect or appoint an Auditor or Auditors.
- 11.2. The Auditor/s shall examine and audit all the books and accounts of the Association bi-annually at a minimum or annually at the direction of the Board, and have the power to call for all books, papers, accounts, receipts etc., of the Association and report thereon to the Annual General Meeting.

12. GENERAL MEETINGS:

- 12.1. Annual General Meeting (AGM)
- 12.1.1. The Annual General Meeting of the Association must be held within four months of the end of the club's financial year.
- 12.1.2. The Secretary shall give at least fourteen (14) days notice of the date of the Annual General Meeting, to members.
- 12.1.3. All Members may attend the Annual General Meeting.

12.1.4. The quorum at the Annual General Meeting, shall be a minimum of fifteen (15) members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting, there be no quorum the Meeting shall stand and adjourn for one week. If at such Meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

12.1.5. The agenda for an Annual General Meeting shall be;

- Opening of Meeting
- Apologies
- Confirmation of Minutes of previous Annual General Meeting
- Presentation of Annual Report
- Adoption of Annual Report
- Presentation of Treasurer's Statement
- Election of new Board and appointment of Auditor
- Vote of thanks to outgoing Board
- Determination of Annual Membership Fees
- Notice(s) of Motion
- Urgent general business
- Closure

12.2. General Meetings

12.2.1. General Meetings may be called by the Board or at the request of the President and Secretary or on the written request of ten (10) members of the Association.

12.2.2. The Secretary shall give at least seven (7) days notice, in writing, of the date of the General Meeting to the Members. Notice of General Meetings shall set out clearly the business for which the meeting has been called. The notice will be sent by email. No other business shall be dealt with at that General Meeting.

12.2.3. The quorum at the General Meeting shall be a minimum of fifteen (15) members.

13. VOTING

13.1. Voting powers at the Annual General Meeting and General Meetings:

13.1.1. The President shall be entitled to a deliberate vote and, in the event of a tied vote, the President shall exercise a casting vote.

13.1.2. Each individual Active Member (Voting) present shall have one (1) vote.

13.2. Voting powers at Board Of Director meetings;

13.2.1. The President shall be entitled to a deliberate vote, and, in the event of a tied vote, the President shall exercise a casting vote.

13.2.2. Each individual Board member present shall have one (1) vote.

14. FINANCE:

14.1. All funds of the Association shall be deposited into the Association's accounts at such bank or recognized financial institution as the Board may determine.

14.2. All accounts due by the Association shall be paid by cheque after having been passed for payment at the Board Meeting and when immediate payment is necessary, account(s) shall be paid and the action endorsed at the next Board Meeting.

14.3. The Secretary shall not spend more than a set amount Petty Cash without the consent of the Board, and shall keep a record of such expenditure in a Petty Cash Book.

14.4. A statement showing the financial position of the Association shall be tabled at each Board Meeting by the Treasurer.

- 14.5. A statement of income, expenses, assets and liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- 14.6. The financial year of the Association shall commence on June 16th of each year. The accounts, books and all financial records of the Association shall be audited each year.
- 14.7. The signatories to the Association's account(s) will be the Treasurer and any one (1) from the following;
 1. President
 2. Vice President
 3. Secretary
 4. Director
- 14.8. All property and income of the Association will apply solely to the promotion of the objects of the Association and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members, except in good faith in the promotion of these objects.

15. COMMON SEAL

(A rubber stamp on which is engraved the Association's name)

The common seal of the Association shall be kept in the care of the Secretary. The seal shall not be used or affixed to any deed or document except pursuant to a resolution of the Board Of Directors and in the presence of at least the President and two members of the Board Of Directors, both of whom shall subscribe their names as witnesses.

16. ALTERNATIONS TO THE CONSTITUTION AND BY-LAWS:

- 16.1. No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or General Meeting, called for that purpose and notice of all motions to alter, repeal or add to the Constitution shall be given to members fourteen (14) days prior to the Annual General Meeting, or seven (7) days prior to a General Meeting called for such purpose.
- 16.2. The Secretary shall forward such notices of motion to each Board member at least fourteen (14) days prior to the Annual General Meeting or seven (7) days prior to a General Meeting.
- 16.3. Alterations to the By-laws can be made only at Board Of Directors' meetings provided notice of the proposed alteration(s) has been duly notified to Committee Members.
- 16.4. Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the Annual General Meeting, General Meeting or Board Of Directors meeting, as the case may be.

17. DISSOLUTION

If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed

- (a) Another incorporated association having objects similar to those of the Association; or
- (b) For charitable or benevolent purposes, which incorporated Association or purposes, as the case requires, shall be determined by resolution of the members.