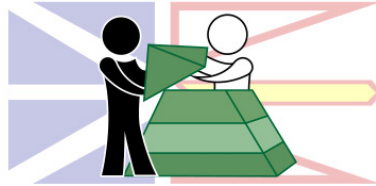


NL Occupational Health & Safety Association



Building A Safer Tomorrow, Today

***Newfoundland & Labrador
Occupational Health & Safety Association Inc.***

Bylaws

May 2015

BY-LAW NO. 1

A By-law relating generally to the
Conduct of the Affairs of the

**Newfoundland & Labrador
Occupational Health & Safety Association Inc.**

Articles

1. Interpretation
2. Members
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BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the **Newfoundland & Labrador Occupational Health & Safety Association Inc.** (the “Association”), as follows:

1. INTERPRETATION

- 1.1 In this and all other by-laws of the Association, unless the context otherwise specifies and requires:
- (a) **“Act”** shall mean the *Corporations Act*, Revised Statutes of Newfoundland 1990, c.c-36 and Acts in amendment thereof, and the terms used in these by-laws shall have the same respective meanings as they have when used in the Act.
 - (b) **“Association”** shall mean the Newfoundland & Labrador Occupational Health and Safety Association Inc.
 - (c) **“Board”** shall mean the Board of Directors of the Association, which includes the President, First Vice-President, Second Vice-President, Immediate Past President, Secretary-Treasurer and seven Director Positions.
 - (d) **“By-Laws”** shall mean these By-Laws and such amendments thereto as may be made from time to time hereafter.
 - (e) **“Director”** shall mean a member of the Board of Directors of the Association.
 - (f) **“First Vice-President”** shall mean the First Vice-President of the Association who shall also be the First Vice-President of the Board of Directors.
 - (g) **“Immediate Past-President”** shall mean the Immediate Past President of the Association who shall also be the Immediate Past-President of the Board of Directors.
 - (h) **“Member”** shall mean a member of the Association.
 - (i) **“Officers”** shall mean the President, First Vice President, Second Vice President, Secretary Treasurer, and Immediate Past-President.
 - (j) **“President”** shall mean the President of the Association who shall also be the President of the Board of Directors.
 - (k) **“Seal”** shall mean the common seal of the Association adopted by the Board of Directors.
 - (l) **“Second Vice-President”** shall mean the Second Vice-President of the Association who shall also be the Second Vice-President of the Board of Directors.
 - (m) **“Secretary-Treasurer”** shall mean the Secretary-Treasurer of the Association who shall also be the Secretary of the Board of Directors.
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- 1.2 Words importing the singular number only shall include the plural and vice versa; wording importing the masculine gender shall include the neuter and female gender; words importing persons shall include bodies corporate, corporation, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- 1.3 The headings used in these by-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provision thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- 1.4 These bylaws may be cited as the Newfoundland & Labrador Occupational Health & Safety Association Inc. Bylaws.

2. MEMBERS

A. Eligibility

- 2.1 Membership shall be open to the following:
 - (a) all employers whether individuals, corporations, or partnerships, involved in industries, trades, callings, operations, undertakings or works to which the provisions of the *Workplace Health Safety & Compensation Act*, R.S.N.L. 1990 c.W-11 as amended apply;
 - (b) all employers whether individuals, corporations, or partnerships, involved in industries, trades, callings, operations, undertakings or works to which the provisions of the *Occupational Health and Safety Act*, R.S.N.L. 1990, c. O-3 as amended apply;
 - (c) to employers in such other industries, trades, callings, operations, undertakings, works or business which the Directors from time to time in their discretion deem suitable for membership;
 - (d) to all governmental personnel involved in the promotion and enforcement of laws and regulations concerning occupational health and safety, and accident ; and
 - (e) to such other persons as the Directors from time to time in their discretion deem suitable for Members.
 - 2.2 All past presidents are designated as honorary members of the Association.
 - 2.3 A Member or Honorary Member may resign his or her membership at any time by a letter sent by mail, e-mail, delivered, or facsimiled to the Secretary-Treasurer of the Association at the Registered office of the Association. The
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resignation of a Member or Honorary Member shall be effective upon its receipt by the Secretary-Treasurer.

- 2.4 The Board of Directors may revoke membership of any Member or Honorary Member who is no longer eligible for membership in accordance with these By-Laws, for failure to abide by the By-Laws or any rules, regulations or resolutions made by the Board, and for acts or omissions which may be determined by the Board to be improper, unbecoming or likely to endanger the interests of the Association.

3. DIRECTORS

- 3.1 The number of directors shall not be fewer than the minimum and not more than the maximum provided for in the Articles.
- 3.2 All directors must be employed by a Member of the Association.

4. BOARD OF DIRECTORS

A. *Board Composition*

- 4.1 The Board of Directors of the Association shall consist of the offices of the following:
 - (a) President;
 - (b) First Vice-President;
 - (c) Second Vice-President;
 - (d) Immediate Past President;
 - (e) Secretary-Treasurer, and
 - (f) seven other Members
 - 4.2 Each member who holds an office as outlined in Article 4.1 (a)-(e) shall also hold that same office for the Association.
 - 4.3 The Chair of the Board of Directors shall be the President. In the absence of the President, it shall be the First-Vice President and in case of the First Vice-President's absence, it shall be the Second Vice-President.
 - 4.4 Legitimate expenses incurred by Board Members on behalf of Association, including travel, as approved by the Board of Directors shall be reimbursed by the
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Association. Expense claims are to be submitted to the Secretary-Treasurer within 30 days of their occurrence using current Provincial Government guidelines for travel, meals, and lodging expense

B. *Eligibility for Election to the Board*

- 4.6 Any Member of the association (or voting delegate sent by a member who is an employer, whether individual, partnership or corporation) who wishes to be a part of the Board of Directors must be elected at an annual general meeting, with the exception of the Immediate Past President.
- 4.7 A Member is not required to stand for election to the office of the Immediate Past President but is entitled to hold office of same as of right, after the expiration of his or her term as President.
- 4.8 To be eligible to stand for election as President, and First and Second Vice-President and Secretary-Treasurer, a member must have served a full term within five (5) years immediately preceding the year of election on the Board of Directors.

C. *Terms of Office*

- 4.9 Subject to Article 4.8, the term of office of each director serving on the Board of Directors shall be a period of two (2) years or as determined at the time of a director's election at an annual general meeting.
 - 4.9.1 The 7 other member positions on the Board shall be identified as Director 1 through Director 7
 - 4.9.2 The position of 1st VP and odd numbered Director Positions shall be up for election in odd numbered years.
 - 4.9.3 The position of 2nd VP, Sec-Treasurer and even numbered Director Positions shall be up for election in even numbered years.
 - 4.10 The term of the office of the President shall be a period of two years, and upon the expiration of his or her term of office, he or she shall be entitled to sit on the Board of Directors for a further two (2) years as Immediate Past President or may be eligible for re-election.
 - 4.11 Elections for office of the President shall take place at every second annual general meeting unless the office becomes vacant for reasons other than the expiration of a term of office.
 - 4.12 Where the term of an elected director/officer expires, except for the Offices of the President and Immediate Past President, that director/officer may continue on the Board of Directors until re-appointed at the next annual general meeting or be
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replaced by a member appointed by the Board of Directors who will serve as a replacement until the next annual general meeting following the expiration of the term. The Board of Directors will have the power to decide the foregoing.

- 4.13 Where an elected director no longer is employed by the employer that her or she represents, then he or she shall immediately resign his or her position. He or she may be eligible for re- appointment by the Board of Directors, within the Board of Directors discretion, if he or she immediately becomes employed by another employer to which the provisions of the *Workplace Health Safety & Compensation Act*, R.S.N.L 1990 c. W-11 as amended or the *Occupational Health and Safety Act*, R.S.N.L. 1990, c. O-3 as amended apply.

D. Vacancies/Resignations

- 4.14 In the event of a vacancy on the Board of Directors due to a resignation or otherwise, other than in the office of the President and Immediate Past President, the Board of Directors shall have the power to appoint a replacement who will serve out the term of that position.
- 4.15 In the event of a vacancy in the office of the President, the First-Vice President shall replace the President and will serve as President until the first Annual general meeting following the arising of the vacancy and an additional director shall be elected as per Article 6.
- 4.16 A Director may resign his or her directorship at any time by a letter sent by mail, e-mail, delivered, or facsimiled to the Secretary-Treasurer of the Association at the registered office of the Association. The resignation of a Director shall be effective upon its receipt by the Secretary-Treasurer.

E. Board Meetings

- 4.17 The Board shall meet quarterly, or as required, at a time and place as determined by the President.
- 4.18 Any person serving on the Board of Directors shall be required to tender their resignation after missing three (3) consecutive board of director's meetings without valid cause.

F. Duties

- 4.19 The Board of Directors is responsible for the following:
- (a) Managing the business of the Association;
 - (b) Controlling and managing the Association's assets;
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- (c) Managing the books of account for the Association;
- (d) Preparing minutes for the corporate register for the following proceedings:
 - i. Elections and appointment of Officers and Directors;
 - ii. Executive Committee meetings detailing the names of the Officers and Directors present at each meeting;
 - iii. Any other Committee and Sub-Committee meeting of the Association; and
- (e) Preparing resolutions of the Association

G. Powers

4.20 The Board of Directors have the authority to:

- (a) Borrow money and to mortgage or charge the Association's undertaking and property;
- (b) Issue debentures or other securities for debt, liability or obligation of the Association;
- (c) Exercise all powers as set out in the Corporations Act
- (d) Carry out all objects of the Association, subject to restrictions, as set forth and detailed in Schedule A attached hereto;
- (e) Exercise all powers as set out in these Bylaws; and
- (f) Exercise all powers as required to be exercised by the Association in general meeting.

H. Proceedings at meetings of the Board of Directors

Notice of Meeting

4.21 Notice of the Board of Directors meeting shall be posted on the Association's website and emailed to each of the Directors.

4.22 A Board of Directors meeting shall be called at the request of three (3) of the Directors and shall be convened within thirty (30) days of the request.

Meeting

4.23 A quorum is six (6) directors.

- 4.24 No business other than the adjournment or termination of a meeting may be conducted at a Board of Directors meeting at a time when a quorum is not present.
- 4.25 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned. If within thirty-minutes (30) from the time appointed for the commencement of a Board of Directors meeting or during the Board of Directors meeting a quorum is not present, the meeting must be adjourned.

5. NOMINATING COMMITTEES

A. *Committee Composition*

- 5.1 The President, at least sixty (60) days before any annual general meeting where elections are due to be held, shall appoint a nominating committee which shall consist of at least two (2) members or delegates of members.

B. *Duties*

- 5.2 The nominating committee shall prepare a slate of candidates for election for the following slates:
- (a) President;
 - (b) First Vice President;
 - (c) Second Vice President;
 - (d) Secretary-Treasurer; and
 - (e) Board of Directors (excluding the position of Immediate Past President)

C. *Nominations Procedure*

- 5.3 Subject to Articles 5.4-5.5, a Member may not occupy more than one slate for election.
- 5.4 A Member or its delegate may be on the same slate for election to the Board of Directors and the slate for election to the office of First and/or Second Vice-President.
- 5.5 In the event that a Member, or Member's delegate on more than one slate, is elected to the position of First Vice-President or Second Vice-President, then his or her name is removed from the other slates and in the event that a Member or
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Member's delegate whose name is on the slate for election to that position, then his name is removed from the other slates.

- 5.6 Members or their delegates whose names have been placed on the slates and who are prepared to stand for elections and meet the eligibility requirements of Article 4.8 shall be considered as nominated and standing for election.
- 5.7 In addition to the slate, nominations may be made and will be received from the floor if duly made by one (1) Member or Member's delegate and duly seconded by another member or Member's delegate and those who are thus nominated and meet the requirements of Article 4.8 and accept nomination will have their names added to the slate respecting the office for which they have been nominated and shall be considered as standing for election.
- 5.8 All positions up for election in any given year shall be voted on under a separate ballot.

6. OTHER COMMITTEES

- 6.1 The Board of Directors may constitute committees from time to time to assist the Board of Directors or Association in carrying on the affairs of the Association. The Board of Directors shall constitute such committees as it deems necessary and shall prescribe their duties.
- 6.2 Members of committees shall be subject to removal by the Board of Directors at any time with cause. Members of committees shall serve without remuneration but may be entitled to reimbursement for any actual expenses incurred while discharging his or her duties with the approval of the Board of Directors.
- 6.3 Any member of a committee shall be required to tender their resignation after missing three (3) consecutive meetings without valid cause.

7. ANNUAL AND EXTRAORDINARY GENERAL MEETINGS

A. Time and Place

- 7.1 An annual general meeting of the members must be held in Newfoundland and Labrador at a time and place determined by the Board of Directors.
 - 7.2 The annual general meeting must be held not more than fourteen months (14) months after the holding of the last annual general meeting.
 - 7.3 The Association may hold any extraordinary general meeting which is to be held at such time and place as determined by the Board of Directors.
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7.4 An extraordinary general meeting or annual general meeting may be requisitioned by at least fifty percent (50%) of the registered members signing a petition to that effect and causing same to be presented to the Board of Directors, who shall proceed forthwith to cause such meeting to be convened within thirty (30) days of the presentation. If the Board of Directors do not cause such meeting to be convened within thirty (30) days of the presentation, those signing the petition can convene a meeting by giving notice in accordance with the Articles and in the event, that either of the President, First Vice-President or Second Vice-President shall fail or refuse to preside thereat, those in attendance shall elect by majority a Chairman who shall preside at such a meeting.

B. Notice

7.5 The Board of Directors must prepare and give notice to each member (or those persons entitled to received such notice) of an annual general meeting or extraordinary general meeting at least 30 days (exclusive of the date on which the notice is served or deemed to be served but inclusive of the day for which notice is given) prior to the annual general meeting.

7.6 The notice shall specify:

- (a) the place;
- (b) day and hour of meeting; and
- (c) general nature of the business

7.7 The notice shall be placed in a newspaper of province-wide circulation and this will be deemed notice.

7.8 Otherwise, notice may be given to a member either personally or by sending it by post to the member at the member's address as entered in the Association's records. When a notice is sent by post, service shall deemed to have been effected at the expiration of twenty-four (24) hours after the letter containing the notice was posted.

7.9 The accidental omission to deliver notice of a meeting to, or the non-receipt of a notice by any member entitled to receive notice of a general meeting, does not invalidate proceedings at that meeting.

C. Proceedings at Meetings

Attendance

7.10 Members may attend in person or send as many delegates as they desire to the annual general meeting or any extraordinary general meeting.

Procedure for meetings

7.11 The following must be considered at an Annual General Meeting:

- (a) The minutes from the previous annual general meeting
- (b) Accounting Firm's Report
- (c) Consideration of accounts and balance sheets;
- (d) Approval of the Report of the Board of Directors as delivered by the President at the Association's Conference
- (e) Report of the Nominating Committee
- (f) Election of Officers and Directors; and
- (g) Appointment of Accounting Firm

7.12 At all annual general meetings, the order of business shall be as follows:

- (a) Call to order;
- (b) Reading of the minutes of the previous Annual general meeting;
- (c) Business arising out of Minutes;
- (d) Committee Reports;
- (e) Unfinished business
- (f) New business
- (g) Election of officers and Directors

This order may be changed or suspended at any annual general meeting by a majority of the voting delegates.

7.13 At all other extraordinary general meetings, the order of business shall be determined by the Board of Directors.

7.14 No business shall be transacted at any annual general meeting or extraordinary general meeting unless a quorum of the Board of Directors are present at the time

when the meeting proceeds to business and those present include at least one (1) of the President, First Vice-President, or Second Vice-President.

- 7.15 If within half an hour from the time appointed for any meeting, a quorum of the Board of Directors are not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed from the meeting the members present shall be a quorum.

Responsibilities of Officers

- 7.16 The President and in his absence, the First Vice-President, and in the absence of the First Vice-President, the Second Vice-President shall preside at every General Meeting of the Association including Annual general meetings.
- 7.17 The Secretary-Treasurer or clerical-recording secretary appointed by the Board of Directors shall keep a record of each meeting, notify the members of the time and place of the meetings and perform other duties as may be required of him or her.

D. Voting at meetings

- 7.18 Unless otherwise indicated, voting at any meeting shall be voice "aye" or "nay" or by a show of hands or by standing vote, unless a secret vote by ballot is requested by motion, seconded and carried by a majority of those present and voting. A motion of request for secret ballot may not be ruled out of order by reason of there being a prior motion on the floor.
- 7.19 The election of Officers and Directors shall be completed by secret ballot.
- 7.20 Each member being an employer, whether an individual, partnership or corporation shall be permitted a voting delegate at an annual general meeting or any extraordinary general meeting and each voting delegate who is present representing a member, shall have a vote with the exception of the president or in his absence other presiding officer, who in the event of a tie, may cast the deciding vote.

8. CONFLICT OF INTEREST

- 8.1 Any Member or Director of the Association shall declare any situation or circumstance that in that Director's or Member's opinion gives rise to a conflict of interest or potential conflict of interest situation or circumstance between his or her own personal, business or other interests, and those of his or her immediate family and shall not knowingly participate in any activity or decision of the Association, or act in any capacity as a director, member or representative of the
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Association in relation to a matter or circumstance where a conflict of interest or potential conflict of interest is declared by him or her and found to exist, or where the Board, of its own motion or otherwise, upon resolution, has determined that a conflict of interest or a potential conflict of interest exists.

- 8.2 A person described in Article 8.1 hereof shall declare that he or she has a conflicting interest and shall absent himself or herself during any discussion of or voting upon such matter. The declaration of conflicting interest and the absenting of the person shall be recorded in the minutes by the Secretary.

9. FISCAL YEAR

- 9.1 The fiscal year of the Association shall be from January 1 to December 31.

10. BANKING

Establishment of Bank Accounts

- 10.1 The Board of Directors are responsible for setting up and authorizing any and all banking accounts of the Association with a chartered bank and/or registered trust company as the Board of Directors may by resolution from time to time determine.

Issuance of Cheques, Drafts, and Notes

- 10.2 The Signing Officers of the Association are:

The President; The Secretary-Treasurer; and one (1) other Officer, Director or Member appointed by the Board of Directors.

- 10.3 Cheques on bank accounts, drafts drawn or accepted by the Association, promissory notes given by the Association, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn accepted or endorsed, as the case may be, under the joint signatures of two (2) of the three (3) Signing Officers.

11. ACCOUNTS

- 11.1 The Board of Directors shall cause proper books of account to be kept with respect to:
- (a) all sums of money received and expended by the association and the matters in respect of which the receipts and expenditures take place;
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- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

11.2 The books of account shall be kept at the Registered Office of the Association or at such other place or places as the Directors may determine. The Directors shall from time to time by resolution determine whether and to what extent, and on what conditions the books and accounts of the Association, or any of them, shall be open to the inspection of the Members, and the Members shall have only such rights of inspection as are given to them by statute or by such resolution as aforesaid.

11.3 At the annual general meeting in every year, the Board of Directors shall lay before the Association a profit and loss account for the period since the preceding account (or in the case of the first account, since the incorporation of the Association) made up to a date not more than six (6) months before such meeting. A balance sheet shall also be made out and laid before the Association at the annual general meeting in every year, made up to a date not more than six (6) months before such meeting. The balance sheet shall be accompanied by a report of the Board of Directors upon the general state of the Association and a recommendation as to the amount (if any) which they propose to set aside as a reserve fund

12. EXECUTION OF INSTRUMENTS

12.1 Any two signing officers of the Board of Directors shall have the authority to sign in the name and on behalf of the Association all instruments in writing, and any instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

12.2 The term "instruments in writing" shall, without limiting the generality hereof, include contracts, documents, charges, conveyances, transfers, agreements, tenders and releases.

13. AMENDMENTS

13.1 This by-law may be amended by a two-thirds vote of the voting members duly registered as voting delegates who are present and voting at an Annual General Meeting or an extraordinary general meeting called for the purpose, provided that written notice of the extraordinary general meeting together with a copy of the proposed amendments must have been posted on the Association's website at least thirty (30) days prior to the date of the extraordinary general meeting and publication of the notice of the extraordinary general meeting along with directions to view the Association's website to review the proposed amendments, has been made in a newspaper of province wide circulation at least thirty (30) days prior to the date of the extraordinary general meeting.

SCHEDULE "A"

The objects of the Corporation shall include the following special objects, in addition to those set forth in The Corporations Act:

- (1) To foster and promote health and safety in all workplaces in the Province of Newfoundland & Labrador.
 - (2) To print, publish and distribute the proceedings of the Association and other papers, works, reports, and educational materials;
 - (3) To conduct safety seminars and to educate the employers, employees and others involved in the industry and the general public at large by means of lectures, literature, audio-visual materials, tapes and slide presentations, all types of electronic equipment or aids and by correspondence or other courses, the importance of and techniques of occupational health & safety.
 - (4) To purchase, buy, sell, lease, take in, exchange, distribute, or otherwise enter into contracts for the purpose of the works of the association;
 - (5) To make and grant awards to members or non members alike for achievements and contributions in the area of occupational health & safety or its promotion and to make and receive grants of money for the purposes connected with the attainment of its objectives;
 - (6) To cooperate with, liaise with, the Workplace Health, Safety and Compensation Commission and the Government of Newfoundland & Labrador for the furthering of the objectives of the association and the promotion of occupational Health & Safety.
 - (7) To recommend rules, regulations, programmes, techniques, practices and methods to government, industry, employers' groups, employees' groups and the general public at large;
 - (8) To do all such other lawful things as are objects incidental or conducive to the attainment of the above objects; and the intention is that the objects specified in each of the paragraphs of this clause shall, unless otherwise therein provided, be regarded as independent objects and shall in no way be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the association;
 - (9) To apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy, any license, power, authority, franchise,
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concession, right or privilege, patent, trademark, or trade name which any government or authority, or any corporation, public body or person may be empowered to grant, and to pay for, aid in, and contribute towards carrying them into effect;

The following restrictions shall apply:

- (1) The corporation shall not permit its Directors, Trustees, or Officers to be comprised so that a majority of the same are related or do not deal at arms length;
 - (2) The Corporation has no authorized share capital and is to be carried out without pecuniary gain to its members, and that any profits or other accretions to the Corporation are to be used in furthering its undertakings;
 - (3) The undertaking of the Corporation is restricted to one that is charitable, or the like;
 - (4) Upon special resolution and upon dissolution of the Corporation, after payment of all its debts and liabilities, all the property of the Corporation then remaining must be distributed or disposed to any organization in the province, the undertaking of which is charitable or beneficial to the community.
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