



Calgary Construction Association

2021 Board of Directors Nominations



NOMINATION/ELECTION NOTICE TO ALL CALGARY CONSTRUCTION ASSOCIATION MEMBERS

The purpose of this communication is to share with you the nomination and election process for Directors at Large to the Board, and to encourage interested members to apply for consideration as Director at Large candidates. Pursuant to the Bylaws, at the upcoming 2021 AGM, members will elect up to a maximum of 6 Directors at Large for two-year terms based on the following process:

1. Any qualified member may apply for consideration as a Director at Large, subject to the qualifications set out in the Bylaws (copied below).
2. Under the Bylaws applications can be submitted up to 30 days prior to the AGM however in order to be considered by the Nominating Committee as part of a recommended slate of Directors at Large, applications must be submitted to the CCA by midnight on April 16th, 2021 on the attached fillable PDF form.
3. The Nominating Committee will review all applications received by April 16th, 2021 based on the desired competencies and needs of the Board.
4. The CCA will communicate to members prior to the May 27th, 2021 AGM a final list of all Director at Large candidates, including those candidates (if any) that are not on the recommended slate. This communication to the CCA members will include the profile information for all Director at Large candidates as provided through their respective applications.
5. At the 2021 AGM members will be required to vote on the election of the Directors at Large to the Board.
7. Elected Directors at Large will be determined based on a majority vote, with those candidates who collect the most votes being elected to the Board positions that are available.
8. As the Bylaws require CCA members to actually elect Directors at Large, the election will be conducted virtually due to COVID at the 2021 AGM. **The election will not be carried by remote electronic ballot, so it is important that members attend the 2021 AGM.**

The expected commitment of a Director at Large serving on the Board involves attending at least 8 or 9 Board meetings per annum, a two-day out-of-town strategic retreat that typically occurs in early May, serving on different CCA committees and workgroups, as well as attendance and participation in CCA events throughout the year.

The application (in the form of a fillable PDF) is attached and should be completed and returned directly to billblack@cgyc.com with the title “**CCA Board Director Application**”.

Should you have questions about the Director at Large nomination/election process please contact Bill Black, President & COO – billblack@cgyc.com or 403-830-7477.

Bylaw Information 5.2 Number

- a) Effective as of the end of the 2020 Annual General Meeting the Board will consist of a minimum of one (1) individual appointed by each Section and up to twelve (12) additional Directors (“**Directors at Large**”) who are elected by the Members, who are entitled to vote, at an Annual General Meeting or a Special Meeting. Such Members will determine how many Directors at Large will be elected at an Annual General Meeting or Special Meeting by Ordinary Resolution.
- b) From the effective date of these Bylaws to the end of the 2020 Annual General Meeting the Board will consist of the Chair, a Senior Vice-Chair, Two Vice-Chairs, a Secretary-Treasurer, Past Chair (the “**Elected Officers**”) and one Director for each trade or business section of the membership and up to twelve directors at large. An executive committee made up of the Elected Officers (the “**Executive Committee**”) may act in place and stead of the Board between Board meetings. Actions of the Executive Committee shall be reported to the Board for ratification. Effective as of the end of the 2020 Annual General Meeting, this subsection 5.2(b) will no longer be in force or effective.

5.3 Term of Office

- a) Subject to the remaining provisions of this Section 5.3, a Director will be elected or appointed for a term of two years commencing at the conclusion of the Annual General Meeting or Special Meeting at which such Director is elected or appointed, and expiring at the conclusion of the second succeeding Annual General Meeting or Special Meeting at which directors are elected or appointed.
- b) With the consent of the Board for such reasons as it may determine, a Director may be allowed to stand for re-election or re-appointment and to

serve on the Board if re-elected or reappointed for more than four (4) consecutive terms, but in the ordinary course four (4) consecutive terms will be the longest permissible continuous period of service on the Board for any Director. However, after ceasing to be a Director for one complete term, such individual, if qualified to do so, may again stand for election or appointment as a Director and, if again elected or appointed, thereafter seek re-election or reappointment and may then serve another four (4) consecutive terms.

- c) Directors will be elected or appointed so that approximately one half of the Directors are elected or appointed each year at the Annual General Meeting.

5.5 Qualifications

a) The following persons are disqualified from being a Director: i. anyone who is less than 18 years old;

ii. anyone who

- is a represented adult as defined in the Adult Guardianship and Trusteeship Act or is the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*,
- is a formal patient as defined in the *Mental Health Act*,
- is the subject of an order under *The Mentally Incapacitated Persons Act*, RSA 1970 c.232 appointing a committee of the person or estate, or both, or,

- has been found to be a person of unsound mind by a court elsewhere than in Alberta;
- iii. a person who is not an individual;
- iv. a person who is not a Member entitled to vote; or,
- b) A person who is elected or appointed a Director is not a Director unless:
 - i. the person was present at the meeting when the person was elected or appointed and did not refuse to act as a Director, or
 - ii. if the person was not present at the meeting when the person was elected or appointed:
 - the person gave written consent to act as a Director before the person's election; or
 - the person has acted as a Director pursuant to the election or appointment.
 - c) For the purpose of this subsection, a person who is elected or appointed to be a Director but refuses or fails to consent to or act as a Director is deemed not to have been elected or appointed a Director.

5.7 Nominations

- a) The Board will directly or via its appointment of a nominating committee prepare a list of persons nominated or standing for election to the Board to

accompany the notice of the Annual General Meeting each year. If the number of candidates nominated or standing for election is equal to or less than the number of positions available, then the list will be presented as a slate and the slate will be declared elected at the meeting.

- b) Any Member, who is entitled to vote and in good standing may nominate an individual, who meets the qualifications described in Section 5.5, to stand for election as a Director at Large. Notice of such nomination must be delivered to the attention of the Chair by midnight on the 30th day preceding the Annual General Meeting or Special Meeting scheduled to elect directors, as the case may be. All such nominations must be accompanied by the written consent of the nominee.