

**Revised at the 49<sup>th</sup> Annual General Meeting, held November 5, 2011 at the Delta Grand Okanagan Resort & Conference Centre, Kelowna, BC.**

1. Terms of admission of members and their rights and obligations

- (A) There shall be **four** classes of membership in the Society, namely, **Active** Membership, **Associative** Membership, **Affiliate** Membership and **Honorary** Membership.
- (i) Any proprietorship, partnership, firm or corporation engaged in the production and sale of ready mixed concrete for commercial purposes shall be eligible for ACTIVE Membership in the Society.
  - (ii) Any person, firm or corporation engaged in the supply of material, machinery or services to the ready-mixed concrete industry, shall be eligible for ASSOCIATE Membership.
  - (iii) Any person, firm or corporation engaged in the supply of machinery or services to the ready-mixed concrete industry, shall be eligible for AFFILIATE Membership.
  - (iv) The ACTIVE Members and the ASSOCIATE Members shall be entitled to one vote per member at all meetings of members of the Society.
  - (v) The number of ASSOCIATE Members shall not exceed a maximum of 40 and shall not exceed the number of ACTIVE Members.
  - (vi) An AFFILIATE Membership is a non-voting Membership.
  - (vii) Honorary Member - Honorary membership may be granted, by resolution from time to time of a two-thirds majority of the Board of Directors, to individuals who have rendered distinguished service to the ready-mixed concrete industry. Honorary members shall not be entitled to vote at meetings of the Society.
  - (viii) Every Active Member, Associate Member, Affiliate Member and Honorary Member shall abide by the Code of Conduct of the Society attached hereto as Schedule A and hereby incorporated by reference into the By-laws of the Society, as may be amended from time to time in accordance with the By-laws of the Society.
- (B) All applications for membership shall be dealt with by the directors and the resolution of the majority of the directors shall be sufficient to determine whether or not such applicant shall be admitted to membership.
- (C) Every ACTIVE Member, every ASSOCIATE Member and every AFFILIATE Member admitted to the membership in the Society shall be issued a certificate in such form as the directors may decide countersigned by the Chairman, or Vice-Chairman and the President, attesting that the applicant has been admitted to membership in the Society.
- (D) MEMBERSHIP FEES - Membership fees shall be fixed from time to time by a resolution of the directors.

2. Conditions under which membership ceases and manner in which a member may be expelled:

- (a) Any ACTIVE Member, ASSOCIATE Member or AFFILIATE Member may resign from the Society. All Members' indebtedness to the Society becomes due and payable upon receipt of resignation, in writing, to the directors. Resignations become effective upon acceptance by the directors.
- (b) Any ACTIVE Member, ASSOCIATE Member or AFFILIATE Member may be expelled from the Society by resolution passed in the general meeting.
- (c) Any ACTIVE Member, ASSOCIATE Member or AFFILIATE Member who fails to pay membership fees or other levies for a period of **90 days** from the date payment was due may, by resolution of the Board of Directors, be deemed to have withdrawn from the Society, and may be refused all services including notices of meetings except notice of a meeting at which a resolution to expel the withdrawn member is proposed under clause 2 (b).

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- (d) Any member may withdraw or resign from the society upon sixty (60) days prior written notice to the Board of Directors and the payment in full of all dues, assessments and other expenses properly allocated to the members, and by doing so shall forfeit all rights and interests in the Society.
- (e) In the event an individual, partnership or corporation holding a membership in the Society, shall make a change in the business title or firm name, then such Member shall at once notify the Society.
- (f) Complaints about members or industry-related companies, products or services must be made in writing and addressed to:  
President, BC Ready-Mixed Concrete Association  
26162 – 30A Avenue, Aldergrove, BC V4W 2W5  
(or whatever the current address of the association may be)

The Executive Board shall have the power by a vote of a majority of those present to expel or suspend any Member whose conduct shall have been determined by the Executive Board to be improper, unbecoming, or likely to falsely or wrongfully endanger the interest or reputation of the Society, or who willfully commits a breach of the Constitution of the Society or its Bylaws. No Member shall be expelled or suspended without first being notified of the charge or complaint against the Member and being given an opportunity to be heard by the Executive Board at a meeting called for that purpose.

Any person who ceases to be a Member of the Society for any reason shall forthwith forfeit all right, claim and interest arising from or associated with membership in the Society and cease any and all use of any trade-marks of or references to the Society, and of any other representation of membership in the Society. Upon the request of the Executive Board, a former Member shall surrender to the Executive Board, all papers, certificates and decals that might indicate that the former Member continues to be a member or affiliate of the Society.

- (g) Any ACTIVE Member, ASSOCIATE Member or AFFILIATE Member who resigns, withdraws or is expelled from the Society shall forfeit all right, claim and interest arising from or associated with membership in the Society.

### 3. Meetings:

- (a) General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
- (b) General and Special Meetings - Every general meeting, other than an annual general meeting, is an extra-ordinary general meeting. The directors may, whenever they think fit, convene an extra-ordinary general meeting.
- (c) Notice -
  - (i) Notice of general meeting shall specify the place, the day and the hour of the meeting, and, in case of special business, the general nature of that business at least **thirty (30) days prior to the time of holding such a meeting.**
  - (ii) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, and of any Members entitled to receive notice does not invalidate proceedings at that meeting.
- (d) Quorum – Twenty-five percent (25%) of duly enrolled ACTIVE and ASSOCIATE Members, in good standing, of the Society including Directors and Officers, shall constitute a Quorum at all General or Special Meetings of the Society.
- (e) Voting - At any meeting of the Society each ACTIVE and ASSOCIATE Member represented in person or by proxy shall have one vote.
- (f) Right to Vote – No member shall be entitled to vote at any meeting unless all fees presently payable by the said member in respect of his or its membership in the Society have been paid in full.

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(g) Poll –

- (i) Votes may be given either personally or by proxy. A form of proxy shall be in writing under the hand of the appointer or of his attorney, duly authorized in writing, or, if the appointer is a body corporate, or under the hand of a duly authorized officer or attorney. A proxy shall be in the form authorized by the Board of Directors from time to time.
- (ii) A Corporation being a member, may vote by its duly authorized representative, in accordance with By-Law 1, who shall be entitled to speak, vote, act as proxy, and in all other respects exercise the rights of a member and shall be reckoned as a member for all purposes.

4. Appointment and removal of Directors and other Officers and their duties, power and remuneration.

- (a) The affairs of the Society shall be managed by a Board of not less than Eleven (11) directors and not more than nineteen (19) directors, each of whom at the time of his election and throughout his or her term of office must be a Active Member of the Society or an Associate Member of the Society or a duly authorized representative of a Active Member or an Associate Member, corporation or firm. Each director shall be elected to hold office until his successor shall have been duly elected and qualified. Half the Board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. Board members shall serve for a term of two (2) years with half the Board being retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Society may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes at that meeting, elect any person in his stead for the remainder of his term. The Board shall have the authority to replace a board member who resigns during their term, to a maximum of two (2) board members
- (b) Directors' Powers - The directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, all kinds of contract which the Society may lawfully save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Society is by its constitution or otherwise unauthorized to exercise and do.

Quorum and Meetings of the Board of Directors - Director's meetings may be held at such time and at such place as the directors from time to time may determine and meeting of the directors may be convened by the Chairman or any two directors at any time provided that notice of such meeting shall be communicated to each director not less than two (2) clear days before the meeting is to take place. A majority of the directors shall form a quorum for the transaction of business.

- (c) Resolution in Writing - A resolution in writing signed by all of the directors personally shall be valid and effectual as if it has been passed at a meeting of the directors duly called and constituted.
- (d) Officers and Executive Committee of the Society - The directors shall from among their number at the first meeting of the Board after the annual election of such directors appoint a Chairman, a Vice-Chairman, an Executive Committee and such other officers as the Board of Directors may determine from time to time, provided that the President of the Society shall not be required to hold that position of a director of the Society in order to qualify for the appointment of President.
- (e) Chairman - The Chairman shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. Questions arising at any meeting of the directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a casting vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the Minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The Chairman, with the President or other officer appointed by the Board for the purpose, shall sign all Resolutions and Membership certificates. In the absence of the Chairman or Vice-Chairman, his duties may be performed by any such Director as the Board of Directors may from time to time appoint for the purpose.

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- (f) Vice-Chairman - The Vice-Chairman shall perform all duties of the Chairman in the event of the latter's absence or disability.
  - (g) President – The President shall be charged with the general management and supervision of the affairs and operations of the Society. The President shall keep proper minutes and records of all meetings of the Society and shall forward all notices of meetings to the directors and members concerned. He shall also have custody of the seal of the Society and all funds. He shall keep proper and adequate books and accounts in respect of the said funds and shall exhibit to the members during general meetings, all books, records, statements and accounts of the Society. In addition to the foregoing, the President of the Society shall work within the boundaries and strategic directions as determined by the Board of Directors.
  - (h) Removal of Officers - All officers, agents and employees shall be subject to removal from office or employment by the Board of Directors at any time **with cause** and with or without notice to the person so removed.
  - (i) Execution of Documents, Seal Clause - Deeds, transfers, licenses, contracts and engagements on behalf of the Society shall be signed by either the Chairman or Vice-Chairman and by the President and the President shall affix the seal of the Society to such instruments as require the same. Contracts in the ordinary course of the Society's operations may be entered into on behalf of the Society by the Chairman, or the Vice-Chairman, or President, or by any person authorized by the Board. Notwithstanding any provisions to the contrary contained in the By-Laws of the Society, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Society, may or shall be executed.
  - (j) Indemnity of Directors: Subject to the Society Act, every Director of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that the Society will, with the approval of the court, indemnify the Director and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a Director, but excluding an action brought by the Society and excluding costs, charges and expenses occasioned by his or her own willful neglect or default, if he or she acted honestly and in good faith with a view to the best interests of the Society, and in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
5. Exercise of Borrowing Powers - For the purpose of carrying out the objects of the Society the directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by the issue of debentures; provided debentures shall not be issued without the sanction of an extraordinary resolution of the Society.
  6. Banking -The Society shall maintain a bank account in any bank approved by the directors and all cheques and other withdrawals from the Society's account shall be signed by such individuals as the Board of Directors may from time to time determine.
  7. Audit of Accounts - The Board of Directors may from time to time appoint an auditor to hold office for such period as the directors may determine and an audited statement under the hand of the auditor exhibiting the assets and liabilities of the Society shall be submitted to the members at every annual general meeting of the Society.
  8. Custody and Use of the Seal of the Society - The common seal of the Society shall be in such form as the directors of the Society may indicate by memorandum in writing and shall be affixed in the presence of or be attested by the signatures of the Chairman or President or in the absence of the Chairman in the presence of the Vice-Chairman and President.
  9. Alteration and Amendments of By-Laws - The By-Laws of the Society may be altered or amended by the members in general meeting by an extraordinary resolution duly passed by seventy-five percent (75%) of the said members as are present in person or by proxy, in accordance with By-Law 1.

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10. Books and Records - The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept the same shall be open to the inspection of the members at any general meeting.
11. Dissolution of Society - This Society may be dissolved at any time by a three-quarters (3/4) majority vote of all Members of the Society, taken at the Annual Meeting or at a special meeting called for such a purpose. If the Society is dissolved at any time and for any reason, the net assets remaining shall be distributed to all Members hereof in proportion to their respective total payments into the Society.
12. Use of Emblem - Any Member of the Society shall be entitled to the use of the Society Emblem.