



AGM

DECEMBER 17, 2020

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TAB 1
AGM AGENDA 2020



CANADIAN ROOFING CONTRACTORS ASSOCIATION ANNUAL GENERAL MEETING AGENDA

DATE: December 17, 2020
TIME: 12:00pm (noon) Ottawa time
LOCATION: Zoom on-line meeting

CHAIR PRESIDING: Jacques Beaulieu, CRCA President

1. Report on quorum and motion for Approval of Agenda – Jacques Beaulieu, President (**Motion required for approval of the AGM agenda**)
2. Minutes of Previous Annual Meeting held on April 15, 2019 (Montreal QC) – Jacques Beaulieu, President (**Motion required to approve and accept the AGM minutes of April 15, 2019**)
3. CRCA Annual Report (2019 and Q1 2020)
 - a) Technical – Ed Gallos, Chair, CRCA National Technical Committee
 - b) President – Jacques Beaulieu, President
4. Financial
 - a) Presentation of Audited 2019 Year End Financial Statements – Yves Bradet, Treasurer
 - b) Presentation of the CRCA 2020 Budget – Yves Bradet, Treasurer
5. Appointment of Auditors – Yves Bradet, Treasurer (**Motion required to appoint Raymond Chabot Grant Thornton as the external auditor for CRCA fiscal 2020**)
6. Election of Directors – Terry Casey, Chair of the Nominating Committee (**Motion required to elect the slate of CRCA directors**)
7. Change to bylaws to allow virtual meetings/AGM (**Motion required to accept the changes to the bylaws**)
8. Adjournment (**Motion required to adjourn the AGM**)

TAB 2

**2019 AGM MEETING MINUTES –
MONTREAL – APR 15, 2019**

CANADIAN ROOFING CONTRACTORS ASSOCIATION (CRCA)

ANNUAL GENERAL MEETING (AGM) MINUTES

Date: Monday, April 15th, 2019
Location: InterContinental Montreal Hotel, Montreal QC

CRCA President, Terry Casey occupied the chair at 10:30am. He welcomed everyone and then introduced the CRCA Board of Directors.

The Executive Director (Bob Brunet) acted as the secretary of the meeting having ascertained that a quorum was present in person or by proxy, noted that the meeting was regularly constituted. Thirty (30) voting delegates were present in person and by proxy.

1. **Agenda**

Prior to approving the agenda, Terry asked if there were any additional topics to be added as other business and none were brought forward. The agenda circulated to the membership received approval on a **MOTION** by *Jason Baptist*, **SECONDED** by *Yves Bradet*. The motion was **CARRIED**.

2. **Minutes of the last meeting**

The minutes of the last AGM held on Sunday, May 6, 2018 in Saint John, NB received approval on a **MOTION** by *Pierre Lafontaine*, **SECONDED** by *Peter Serino*. The motion was **CARRIED**.

3. a) **Technical Report**

On behalf of the National Technical Committee, the committee Chair Ed Gallos gave a report on the activities of the CRCA National Technical Committee.

b) **Presidents' Report**

The CRCA President, Terry Casey gave a report on the activities of the association.

4. **Treasurers' report**

a) Paula Webber, CRCA Honourary Treasurer presented the audited financial statements of the Association for the year ending December 31, 2018.

b) Paula Webber, CRCA Honourary Treasurer presented the Board approved 2019 budget for the Association.

5. **Appointment of Auditors**

On a **MOTION** by *Jason Baptist*, **SECONDED** by *Michel LeBlanc*, it was resolved that Raymond Chabot Grant Thornton, chartered accountants, Ottawa, Ontario be appointed as the Association's auditor for the current year. The motion was **CARRIED**.

6. **Nominations**

A report of the nominations of the Board of Directors as circulated to the membership was given by Rob Kucher, Chair of the Nominating Committee. No additional nominations had been received, therefore on a **MOTION** by **Peter Serino**, **SECONDED** by **Michel LeBlanc**, it was resolved that this slate as detailed in **Appendix I** be declared elected as directors of the association for the year 2019-20. The motion was **CARRIED**.

The officers of the association will be elected at the first Board of Directors meeting following the AGM.

7. **Presentations**

a) **Retiring Director**

Terry Casey recognized Jason Baptist (Saskatchewan) and Paula Webber (Nova Scotia) who will be retiring from the CRCA Board of Directors at the conclusion of this AGM. An award recognizing their service was presented to Jason and Paula.

8. **Adjournment**

Being no further business, the meeting was adjourned on a **MOTION** by **Jason Baptist**, **SECONDED** by **Paula Webber**. The motion was **CARRIED**.

Appendix I

CRCA Directors (2019-2020) for AGM

By

Rob Kucher, Chair of the Nominating Committee

BC	Murray Tysowski	AURORA ROOFING LTD. PO Box 70, 1850 Alberni Hwy, Coombs BC V0R 1M0
AB	Doug Rossum	CCS Contracting Ltd. 2611 – 58 Avenue SE, Calgary AB T2C 0B4
SK	Lindsay Pochynuk	Clark Roofing (1964) Ltd. 842 59th Street E., Saskatoon SK S7K 5Z6
MB	Jacques Beaulieu	ALLIED ROOFING INC. 1546 Wall Street, Winnipeg MB R3E 2S4
ON	Rob Kucher	CARDINAL ROOFING & SHEET METAL INC. 1670 Rosslyn Road, Thunder Bay ON P7K 1J3
QC	Pierre Lafontaine	GROUPE RAYMOND – RAYMOND & ASSOC. ROOFING INC. 65, rue Jean-Proulx, Gatineau QC J8Z 1W2
NB	Yves Bradet	ATLANTIC ROOFERS LTD. 118 Cocagne Cross Road, Cocagne NB E4R 2J2
NS	Jeremy Croft	ATLANTIC ROOFERS LTD. 192 Joseph Zatzman Drive, Unit 1-2, Dartmouth NS B3B 1N4
At-large	Terry Casey	NORTH SHORE ROOFING LTD. 89 Bremigens Blvd, Paradise NL A1L 4A2
Associate	Dave Miller	IKO INDUSTRIES LTD. 87 Orenda Road, Brampton ON L6W 1V8

TAB 3

**CRCA ANNUAL REPORT:
2019/2020 IN REVIEW**

CRCA Annual Report: 2019/2020 in review

Jacques Beaulieu, CRCA President and Bob Brunet, CRCA Executive Director

As the President of CRCA, it is my pleasure to serve the members of CRCA and the roofing industry. During my 2019/2020 term, I have never experienced nothing like the **COVID pandemic** that we've seen. As a business owner, this crisis and pandemic is something that I nor any of my roofing colleagues would ever have to face. As contractors each of us has had to make many changes to our way of doing business and many tough decisions that will impact the way we do business moving ahead. The passing of each day brings new challenges to the forefront but we also hope that it also brings us a light at the end of the tunnel.

At CRCA, we have been in contact with our provincial affiliate roofing associations, like minded national construction associations and NRCA to assess the ongoing changes and challenges that the construction industry is facing. Each provincial affiliate roofing association is remaining in close contact with their members and their respective provincial governments to best serve our members and the industry as a whole. At CRCA, launched our COVID-19 resource page for our members on our website and are in constant contact with our friends at the Federal government and at the National Trade Contractors Council of Canada, the Canadian Construction Association and the National Roofing Contractors Association to keep abreast of the impact of COVID-19 on the construction industry.

There has never been a better time to keep the lines of communication open at the association level as well as with our employees, suppliers, friends and families and provide support where needed. I'm sure that many more challenges will arise but we will tackle each of these challenges to bounce back as a stronger roofing industry across Canada.

CRCA continues the pursuit of key strategies identified in our 2016 Strategic Plan. We pursue these strategies by **building and refining our core member services**. These member services include:

- Advocacy
- Publications
- Information/networking
- Awards and
- Affinity programs

Advocacy

CRCA advocates for our members by representing and defending their interests on national and international issues. One way that we do this is through two standing committees: the Associate Members Committee and the National Technical Committee (NTC).

We also established many key alliances with other like-minded groups to advocate on behalf of our members. Our alliances include: the National Trade Contractors Council of Canada, the Canadian Construction Association, the Canadian Apprenticeship Forum, the International Institute of Building Enclosure Consultants and the National Roofing Contractors Association.

Research and Technical

The CRCA National Technical Committee (NTC) was established as a forum for representatives of CRCA Active members, Provincial affiliates associations, and Associate members to discuss and address important technical issues that face the roofing industry.

The NTC meets twice a year and undertakes a range of activities throughout any given year. In 2019, meetings were held on April 3 in Ottawa and October 23 in Montreal. The most recent spring meeting was held on April 16, 2020 and restructured to be hosted via Zoom Video conference platform. ARCA facilitated CRCA to host the meeting and for participants to be actively involved regardless of COVID-19 restrictions. The NTC has discussed and been involved in many technical issues including:

1. Research Projects
 - a) Ridging and Wrinkling of Modified Bituminous Membranes
 - b) Wind uplift of Built-in-place Vegetated Roof Assemblies (BVRA)
 - c) Cover boards
 - d) Energy Resistance of Commercial Roofs (ERCR)
 - e) Special Interest Group for Dynamic Evaluation of Roofing Systems (SIGDERS)
 - f) Performance of Photovoltaic Roof Assemblies (PVRA)
 - g) Moisture in Concrete Decks (NRCA)
 - h) Protected Membrane Roof Assemblies (PMRA) research study
2. National Torch Safety Program
3. The Canadian Roofing Reference Manual
4. CRCA Roofing Specifications Manual

CRCA, through the NTC, has a long history of involvement and engagement in **roofing research** that has greatly enhanced our industry's knowledge and understanding of roofing. CRCA continues to actively collaborate and support the cutting-edge research related to roofs that has been undertaken by the National Research Council of Canada (NRC) and the team lead by Dr. Bas Baskaran. Through our close relationship with the NRC and our collaborative partnerships with our affiliate provincial associations, associate members, national and North American roofing organizations including the National Roofing Contractors Association (NRCA), International Institute of Building Enclosure Consultants (IIBEC, formerly RCI) and Single Ply Roofing Industry (SPRI), this research has resolved many roofing problems, and significantly improved the design, specification and construction of commercial roofing systems such as:

- Wind uplift performance
- Air leakage and energy resistance
- Vegetative roofing systems
- Photovoltaic roof assemblies
- Coverboards

This research has not only resulted in better roof performance and fewer problems, but has led to the development of standards, and practices that shape our codes and the way that roofs are constructed. Here is a summary of the research that CRCA and NTC is currently involved in.

a) Ridging and Wrinkling of Modified Bituminous Membrane Systems

CRCA has, over the past several years, received numerous reports of ridging and wrinkling of modified bituminous membrane roofing systems. As a result, CRCA commissioned NRC to carry out a research study designed to identify and quantify the contributing factors that cause membrane ridging/wrinkling, and to determine practices that will mitigate the formation of ridges/wrinkles.

Phase 1 of this research study consisted of laboratory and field testing that evaluated two types of insulation (EPS and polyisocyanurate), asphaltic core board and modified bituminous membrane under laboratory and in-situ conditions.

Preliminary results show that the insulation underwent more significant permanent dimensional changes relative to the other components in the roofing assembly. These dimensional changes transfer stresses to the components above it causing them to deform. In particular, the asphaltic core board bending under the stress transferred from the insulation indicates that rigidity of the cover boards and their attachment could influence the occurrence of ridges/wrinkles the membrane. As a preliminary mitigation technique, a more rigid and dimensionally stable cover board such as a cement/gypsum-based board could be used as the cover board. These type of cover boards are more rigid and dimensionally stable and may aid in mitigating the stresses from the insulation.

Although the initial testing identified key factors that can lead to ridging/wrinkling formation, there are several attributes that will be further evaluated in Phase 2 including influence of membrane stress, attachment patterns of both insulation and coverboard and influence of moisture migration. Phase 2, scheduled to commence in fall 2020, will work to identify the weak links in a roof system that results in wrinkling/ridging.

b) Wind Resistance of Vegetated Roof Assemblies

CRCA, in collaboration with industry partners, led a research study by NRC to evaluate the wind uplift resistance of vegetated roofs. The first research project resulted in the development of the national standard for modular vegetated roof systems *CSA A123.24 Standard test method for wind resistance of modular vegetated roof assembly*. A second industry consortium, under the direction of NRC, was formed to conduct research for the purpose of developing a standard for built-in-place vegetated roof systems.

CRCA took on the responsibility of leading and managing this important research project. The built-in-place research project was completed with testing on new, 12-week, and 1-year vegetative growth specimens. As a result of the research, the initial standard was revised to include built-in-place vegetative roof assemblies: *CSA A123.24 Standard test method for wind resistance of vegetated roof assembly*. This revised draft standard has been presented to the CSA Technical for Bituminous Roofing materials for review for publication. The draft standard is also being reviewed by the Canadian Commission on Building and Fire Codes (CCBFC) Task Group for inclusion into the National Building Code

c) Cover Boards

It is widely recognized that cover boards in low-slope commercial roofing systems can enhance the performance, strength, durability by providing a stable and robust bearing surface for the roof membrane while protecting the insulation below it. A wide variety of materials can be used as a cover board and each has its own unique performance characteristics. Unfortunately, to date, there has been no defined set of criteria or material standardization for these products. This has led to the use of products that are not suitable for specific applications which has resulted in costly performance problems.

NRC formed a research consortium with CRCA and other industry partners to research the performance requirements of cover boards used in commercial roofing. The research consisted of the testing of 5 different types of cover boards (asphaltic core board, fiber-based board, gypsum/cement-based board, insulation-based board and recycle-based board) for both material and interface properties including dimensional stability, water absorption, compression, flexural, tensile and shear strength, peel resistance and pull-through. The results of the research have provided a basis for the development of a material standard CSA A123.CB that will specify performance criteria for the use of cover boards in low-slope commercial roof assemblies. The draft standard is currently being developed by NRC for presentation and review by the research consortium and CSA Technical Committee.

d) Energy Resistance of Commercial Roofs (ERCR)

In the exterior commercial building framework, roofs typically represent a large portion of the building enclosure. The energy efficiency of buildings has become one of the most important factors impacting our energy security, reducing energy consumption and achieving our goal of mitigating climate change. In Canada, the National Energy Code for Buildings (NECB) establishes minimum performance requirements for the design of energy efficient buildings and each new revision there are increases in efficiency requirements. An industry consortium, led by NRC, was established to develop performance data that will provide energy ratings for commercial roofs. The key objectives of the project were to quantify the influencing parameters on the thermal resistance of the roofing systems including fasteners and location of joints between insulation and to develop a test methodology to evaluate Roof Energy Resistance. Testing was completed on a total of 36 roofing assemblies (adhesive applied (AARS), partially adhered (PARS) and mechanically attached (MARS)) with three different insulations: expanded polystyrene, polyisocyanurate and stone wool. The design effective R-values for testing were established as R26, R31 and R36. The effect of fastener density, type of fastener plate (plastic vs metal), depth of fastener penetration and effect of offset and gaps in staggered insulation was also investigated. The results of testing highlighted that the effective energy performance of a roofing assembly is directly influenced by fastener density, fastener diameter, location of fastener within multilayer insulation layout, and/or gap orientation and offset. The testing also determined that thermal factors could contribute to an average 2 to 20% decrease below the design value of roofing assemblies.

A guideline and online tool (ENERGY – RCI) is being developed that will provide guidance for energy resistance and the impact of the thermal factors on different roof assemblies in accordance with NECB and ASHRAE requirements.

Phase 2 of ERCR research is being established that will examine the following options:

- NECB 2017 changes to the thermal resistance requirements.
- Impact of rooftop penetrations, pipes and curbs.

e) Special Interest Group for the Dynamic Evaluation of Roofing Systems (SIGDERS)

Since its inception in 1991, SIGDERS has carried out research related to evaluating roofing systems under dynamic environment and has made major technological contributions for the advancement of the North American roofing industry, including the development of *CSA A123.21 Standard test method for the dynamic wind uplift resistance of membrane-roofing systems*. SIGDERS, now in its 8th phase, has several tasks currently under way including the in-situ field monitoring study of a roof in Iowa. The results of the monitoring will be used to respond to proposed increases to wind load pressures that are currently referred to in our building codes and the development of a Resistance Factor for roofing to comply with building code requirements.

f) Performance of Photovoltaic Roof Assemblies (PVRA)

Photovoltaics (PV) are becoming a standard component of the building assembly and low-slope roofs provide an ideal platform for solar installations. With the increase installation of PV systems on low-slope roof assemblies, it came apparent that current standards do not address roof-specific issues such as wind resistance of PV, load transfer, waterproofing of roof penetrations and the impact of PV system on the durability of the roof assembly. NRC formed a research consortium in 2018 to investigate the wind resistance of roof mounted solar and its impact on roofing systems durability and serviceability. A testing protocol has been developed and test of PV systems is underway. A draft standard for PV systems is being developed by NRC as testing progresses, which will be reviewed by the consortium and CSA for inclusion in the building code.

g) Moisture in new Concrete Roof Decks (NRCA)

CRCA routinely receives inquiries from our members, consultants, and building owners about acceptable moisture content levels in concrete decks to facilitate the proper installation of roofing systems. Current guidelines and standards of practices are based on anecdotal evidence, historical practical experience and interior flooring experience. Over the last four years, CRCA has participated in a multi-faceted study led by NRCA to determine what moisture level in concrete decks is acceptable for roofing operations and proper instrumentation for concrete moisture testing.

The research evaluated the moisture sensitivity of concrete slabs under both environmental (exterior) and laboratory conditions. Hygrothermal modeling and validation of the conditions of the slab were also completed.

A concrete roof deck is constantly exchanging moisture with the environment and factors such as rain, snow, air temperature, solar load, wind, and relative humidity can influence the drying/curing rate of the concrete. This research showed that the moisture content of a concrete roof deck may not reduce enough to properly install a roof assembly that does not incorporate a vapour retarder or other moisture mitigation technique.

The research also evaluated the different methods available for concrete moisture testing. The results found that the typical methods of testing on floor slabs are not suitable for roof deck slab. Rapid surface measurement methods, such as electronic meter, may be used to verify the condition of the surface of the concrete roof deck. Methods such as drilled-in relative humidity probes are more suitable for forensics, reroofing and/or remediation of roof systems.

h) Protected Membrane Roof Assemblies (PMRA)

Protected membrane roof assemblies (PMRA) are a popular roofing system and are installed extensively on commercial, institutional and government buildings. However, there are currently no methods of evaluation or standards to demonstrate code compliance of these assemblies. As a result, our members are exposed to liability for the performance of these systems when they are installed.

NRC has created an industry consortium to develop a research project to evaluate PMRA. The objectives of the research project are:

- Development of wind resistance test method for PMRA including wind flow and uplift resistance
- Development of a test method to evaluate the hygrothermal and energy performance of PMRA to include moisture absorption and thermal impact factors.

The results of the research will form the basis for the development of a standard to be referenced in the National Building Code.

It is anticipated that the start-up meeting will be scheduled in summer/fall 2020.

i) Holistic Code Analysis of Residential Roofing Requirements for Climate Adaption

NRC has formed an industry consortium to develop performance methodology for the evaluation of residential roofing requirements for climate adaptation. The current building code references for the requirements of asphalt shingles requirements *CSA A123.5 Asphalt shingles made from glass felt and surfaced with mineral granulates*. This standard does not currently address requirements related to cold weather, different climatic zones and variations in ventilation.

This research project data will form the basis for the development of an enhanced asphalt shingle standard. In addition to the research activities, NTC oversees the industry publications that are issued by the CRCA.

CRCA, through the technical staff, Wendy Fraser and Troy Ferreira, continues to participate in national and international committees and projects relevant to the roofing industry, including Canadian Standards Association (CSA), Underwriters' Laboratories of Canada (ULC), American Society of Testing and Materials (ASTM), International Institute of Building Enclosure Consultants (IIBEC) and International Council for Research and Innovations in Building and Construction (CIB). In addition, we continue to liaise with government and industry organizations such as National Research Council of Canada, Canadian Commission on Building and Fire Codes Natural Resources

Canada, Industry Canada, National Master Specifications Secretariat and Public Works & Government Services.

The CRCA National Technical Committee is committed to keeping abreast of important technical issues, responding to them in a timely manner and providing valuable information to all CRCA members.

The NTC is very thankful for the time, energy, expertise and commitment so graciously volunteered by all of its members.

NTCCC

As a founding member of the National Trade Contractors Council Canada, CRCA and ten other trade contractor associations work on areas of national common concern to all trade contractors.

After lobbying the federal government for many years, CRCA and NTCCC finally received the best of news as it relates to **federal prompt payment legislation**. On June 21, 2019 – the Senate of Canada passed Bill C-97 (The Budget Implementation Act) which included the Prompt Payment for Construction Work Act and in the afternoon, the Governor General gave the bill royal assent. There still remains much work to do and CRCA and NTCCC met with the federal government (Public Services & Procurement Canada) in January 2020 to discuss the proposed adjudication, rules & regulations and amendments before the law comes into force. The process will take some time and we don't expect the legislation to be in force until the fall of 2021, but that being said, CRCA and NTCCC are extremely pleased to see this come to fruition.

The construction payment landscape in Canada saw a major change in Ontario. On October 1, 2019 Ontario became the first province in Canada to ensure that contractors and subcontractors are paid on time by implementing prompt payment legislation through the Ontario Construction Act (formerly called the Construction Lien Act). It is safe to say that each and every province will be watching closely what transpires and so will the Federal government.

In January 2020, CRCA and NTCCC also met with the federal government's Employment & Social Development Canada department to open discussions on **workforce development, apprenticeship, skilled trades awareness** and how we can effectively reach and educate the many stakeholders – such as students, parents and employers. We are hoping to see follow up meetings with ESDC in the near future.

CRCA and the provincial affiliates received some very good news from the Red Seal Secretariat in February 2019; namely, that the **roofer trade has been added to the Secretariat's work plan to harmonize the trade across Canada**. In September 2019, the Red Seal Secretariat reported that the above first step for harmonization has been achieved. They reported that the provincial/territorial apprenticeship committees have reached consensus for the name (Roofer), total training hours (5,400) and levels of apprenticeship training (3).

CRCA had the opportunity to contribute to updating the Red Seal Occupational Standard (RSOS) for roofers at a national workshop held in Ottawa. A total of eighteen industry representatives (including two CRCA staff) attended the RSOS workshop for the Roofer trade, which took place between January 19 and 24, 2020. Some time was also dedicated to a discussion about harmonizing the sequencing of training across all provinces and territories. CRCA also made available to the Red Seal Secretariat and to the workshop participants the new Roofing Reference manual. The workshop was organized and facilitated by Employment and Social Development Canada (ESDC). We hope to see full implementation of roofer trade harmonization by September 2021.

Publications

CRCA offers numerous publications, including a Preventative Maintenance Manual, Roofing Specifications Manual, the Canadian Roofing Reference Manual, Technical and Advisory Bulletins, the *Roofing Canada* magazine & Enews, *CRCA Members Only* quarterly newsletter and the National Torch Safety Program.

The revised **National Torch Safety Program** was finalized and made available to all provincial affiliate associations in May 2019. The revised program includes: a student self-study guide, an instructor guide, safety videos and a certificate to be issued provincially to torch mechanics that successfully pass the classroom course and test. The certificates are valid for three years. Torch Safety training has been implemented with 5 provincial associations and CRCA is currently implementing the training program for our At-large members.

The revised **Canadian Roofing Reference Manual** was released to members and the roofing industry in January 2020. The extensive updates to the original 1999 manual will ensure that the manual harmonizes with apprenticeship information from across Canada. The Roofing Reference Manual is a core training document that provides technical information for apprentices and other roofing workers. An articulation committee has been formed to review the manual on a biennial basis to ensure that the manual remains current and reflects changes taking place within the industry.

CRCA through NTC, will now be focusing on updating the **Roofing Specifications Manual**. A workplan has been developed for updates to existing and addition of new sections to the manual. The work will be completed over the next year and then we shall format, translate and publish the manual by the end of 2021. The Roofing Specifications Manual presents proven and acceptable general standards for roofing practices and procedures.

A reminder that CRCA members are also entitled to receive a 20% discount on NRCA publications.

Information and networking

In February 2020, CRCA launched our **social media** platforms and we encourage you to follow us on our Twitter, Facebook and LinkedIn pages to help us advance the success of the roofing industry. We will be posting the most up-to-date information on events, member services, insider

tips on our social channels, so please be sure to follow up. To date, it is fantastic to see such growth in a short period – the results have been beyond our expectations.

CRCA is excited to announce that **Canada's first annual National Roofing Week** celebration will take place nationwide from August 24 to 28, 2020 (originally scheduled from June 4 to 8 – it was delayed due to COVID-19). We look forward to your participation and to encourage you, we will be sending each member a Roofing Week kit with complete details and suggestions on how to join our celebration.

Roofing Week has three main goals. Firstly, to increase awareness across Canada about the significance of roofs to every home and business and share the good deeds of the industry.

Secondly, to increase the awareness of the roofing trade across Canada. Let's face it – when most people think of trades – they think of plumbers and electricians...we want to change that. There are 56 Red Seal Trades in Canada and ROOFER is one of them – so we have a lot of competition. Being a roofer is very rewarding – but we need everyone's help in getting the word out. Ask a roofer to describe their trade and they will say: hard work, good money, many possibilities for advancement, work as a team and work outside. But one thing that we rarely hear is...I don't have an office. A roofer's office is outside and way up on the roof of a building – and what a view they have! One week they can see Parliament Hill, the next the Ottawa River, the next the Laurentians, the next the Rocky Mountains and the Atlantic Ocean. Don't you agree that being a roofer has many perks...and yes – it is hard work!

Thirdly, Roofing Week will promote the importance of hiring a CRCA professional roofing contractor and making informed decisions about maintaining or replacing any roof system. As you may or may not know – becoming a contractor member of CRCA is not easy. Unlike most trade associations where you simply complete an application and send in a cheque – at CRCA you have to qualify and your past and current jobs are inspected. Only when you meet all of the qualifications and accepted at the provincial roofing association level – can you say that you are a CRCA member.

Each day of Roofing Week will have a dedicated theme and we will be encouraging you to post and share your photos and videos on social media each day. We are also pleased to announce that Canada's first National Roofing Week will take place at the same time as the NRCA's National Roofing Week in the USA. By joining the NRCA, we are creating North America's first ever National Roofing Week! Please join our celebration and make our first annual National Roofing Week a memorable one! All of the Roofing Week information will be available on CRCA's website.

CRCA's 60th **Annual Conference and AGM** was held in Montreal from April 13 to 15, 2019. Thank you to the 100 attendees that participated. A lot of hard work went into the planning and delivering of this conference and CRCA would like to thank the QMRA and especially Pierre Lafontaine and his conference committee for their hospitality and dedication in making the conference a memorable one.

Unfortunately, CRCA's 61st Annual Conference and AGM scheduled to take place in Edmonton, Alberta from May 1 to 3, 2020 at the new JW MARRIOTT Edmonton Ice District hotel – had to be cancelled due to COVID-19.

CRCA is pleased to announce that we are working on details for our 2021 Conference & AGM to be held in St-John's Newfoundland from May 14 to 16, 2021. More details will follow so please mark your calendar! We are also pleased to announce that we will be returning to Edmonton in 2022.

A sold out **ROOFTech** 2019 took place in Montreal at the Palais des congrès on April 16 and 17, 2019. ROOFTech's 100 exhibitors welcomed more than 1200 attendees during the tradeshow. Thank you to all who attended and to all of the volunteers that made this event possible.

We are currently planning for ROOFTech 2021. This event will take place at the International Centre in Mississauga from April 20 and 21, 2021.

Awards

CRCA is very proud of its awards program, recognizing the extraordinary accomplishments of roofing professionals across Canada.

The association's **Roofing Canada Award** recognizes outstanding workmanship, innovation, service to the community and or the industry. In 2020 and for the first time, the award went to two members who worked together on a very unique project. The joint winners for 2020 are Dean-Chandler Roofing Limited and Flynn Canada Ltd. (Mississauga) for their work on the Rogers Centre (SkyDome) reroofing project. Site coordination was critical as the building remained in use during the work. The work began at the Toronto Blue Jays stadium in the winter so that it would not impact the start of the baseball season in April and the weather was a major challenge. Snow damaged the swing stages and made work areas impassable. As you can imagine, reroofing a domed curved area presented a daily set of challenges – not to mention supplying electrical power 800 feet up in the air. Most roofers are used to working on flat surfaces and the dome's curvature required customized project specific swing stages to complete the work.

The project and the two winners; Dean-Chandler Roofing Limited and Flynn Canada Ltd., will be featured on the cover and inside CRCA's Fall 2020 edition of Roofing Canada magazine.

The **Jacques Chevalier Scholarship Program** encourages and supports CRCA members, their employees and their children in the pursuit of higher education. In December 2019, the Scholarship Committee reviewed the applications. The scholarship was awarded to:

- Ms. Chelsea Grunow – she is attending the Saskatchewan Polytechnic and studying for her Bachelor of Science Degree in Nursing. She is the daughter of Penny Grunow-Hunt and Vern Hunt. Vern is the Prairie Region Waterproofing Manager at Flynn Canada Ltd. in Saskatoon, Saskatchewan.

CRCA awards **Honorary Memberships** to recognize a person for their significant contribution to the advancement of the Association and or the roofing and related sheet metal industry. In 2020, CRCA welcomed two honorary members.

In December 2019, CRCA welcomed John Wells as a CRCA Honorary member. John contributions over a 50-year career were numerous as both an industry consultant and past Technical Manager at RCABC. Sadly, John lost his battle with an illness and passed away in February 2020.

The second recipient of a CRCA Honorary member is Serge LaFleur. Now retired from the industry, his contributions to the Quebec Master Roofers Association and to CRCA were abundant. He served on the CRCA Board for close to 10 years and as President in 2003/2004. He also served many years as CRCA's representative on the board of NRCA and as the ROOFTech Chair in 2011.

CRCA's **Frank Ladner Award** recognizes a person for their technical contribution to the roofing industry. In 2020, the award was presented to David Miller. Now retired from IKO where he was their Senior Manager of Codes and Approvals. Throughout his career, Dave contributed to the roofing industry as a member of the CRCA Board of Directors and to many technical committees where he sat as a member – including, NTC, SIGDERS, NRC, RCI, CSC, CSA, ULC, PIMA and many more.

In 2020, CRCA had the pleasure of recognizing several members who reached not only the **25-year membership** milestone, but two that achieved the **50-year membership** milestone.

25 YEARS

- Morin Isolation et Toitures Ltée. – Québec
- Standard Roofing & Exteriors Ltd. – Alberta
- Toitures Léon Inc. – Québec

50 YEARS

- Dowd Roofing Inc. – New Brunswick
- Ernest Hotte Inc. – Quebec

Affinity programs

As a CRCA member, you have access to exclusive savings through our Affinity Program Partners: Choice Hotels, Enterprise Rent-a-Car, National Car Rental, Enterprise Fleet Management and HRdownloads.

HRdownloads provides human resources solutions for our members. HRdownloads provides thousands of Canadian businesses with time-saving HR tech solutions, documentation, live HR support, surveys, and online training to streamline HR processes. CRCA members can save 10% (new business and renewals) on the following solutions:

- HR Fundamentals
- Live HR Advice
- Online Employee Training

- Survey Architect
- Policy Manual Wizard
- Job Description Generator
- HR Complete

Since launching the **Enterprise FLEET Management** program, many members have welcomed the program and have enjoyed significant savings by doing so. Some of the highlights are:

- **65+ CRCA member fleets** have come on board and are being managed by the ENTERPRISE team. They provide services such as: vehicle acquisition, funding programs, reporting, vehicle resale, maintenance programs, fuel management, fleet cards and GPS.
 - On average these members have decreased their fleet operational costs by 15%
- **600+ new vehicles for CRCA members** have been delivered or ordered through ENTERPRISE and or GM directly.
 - It is interesting to note that based on an average rebate of \$8,000 per vehicle - CRCA members have saved over **\$4.8 million** on vehicle acquisition costs.
- Through this program, CRCA members qualify for exclusive lease/purchase rebates on select GMC models.

Choice Hotels offers CRCA members, their employees and their families up to 20% off regular room rates. Choice Hotels is Canada's largest hotel franchisor with ten great brands. To save on your next stay, call 1-800-4CHOICE (800-424-6423) and quote ID# 00229670 or visit www.choicehotels.ca/crca.

For more information on CRCA's affinity programs, please visit:

<https://roofingcanada.com/membership/member-services-benefits/affinity-programs/>.

Looking ahead

Whether through our affinity program, our advocacy efforts, or our many industry publications, our goal at CRCA is to make a difference in the Canadian roofing industry. CRCA is an association driven by its members and we welcome your feedback on current activities and future initiatives. We look forward to building and improving on your core services in the future.

TAB 4

**CRCA 2019 AUDITED
FINANCIAL STATEMENTS
AND 2020 BUDGET**

**Canadian Roofing
Contractors' Association
Financial Statements
December 31, 2019**

Independent Auditor's Report	2 - 4
Financial Statements	
Operations	5
Changes in Net Assets	6
Cash Flows	7
Financial Position	8
Notes to Financial Statements	9 - 14

Independent Auditor's Report

Raymond Chabot
Grant Thornton LLP
2505 St-Laurent Blvd.
Ottawa, Ontario
K1H 1E4

T 613-236-2211

To the Members of
Canadian Roofing Contractors' Association

Opinion

We have audited the financial statements of Canadian Roofing Contractors' Association (hereafter "the Association"), which comprise the statement of financial position as at December 31, 2019, and the statements of operations, changes in net assets and cash flows for the year then ended, and notes to financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as at December 31, 2019, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the Association in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter - Budget information

The budget information included in the Operations is not an integral part of the financial statements. We have not audited or reviewed this budget information and, accordingly, we do not express an audit opinion, a review conclusion or any other form of assurance on the budget information.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Association's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association to cease to continue as a going concern;
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Chartered Professional Accountants,
Licensed Public Accountants

Ottawa, Canada
April 1, 2020

Canadian Roofing Contractors' Association Operations

Year ended December 31, 2019

	Budget (unaudited) \$	2019 Actual \$	2018 Actual \$
Revenues			
Membership dues	568,012	558,928	560,826
Trade show	202,740	234,133	
Conference	144,000	99,301	148,566
Manuals	32,500	13,052	10,710
Research income (Note 9)			12,500
Interest	18,000	22,562	16,695
Technical committee	6,000	8,517	6,581
Guarantee certificates, warranty and maintenance	15,000	13,425	20,185
Technical bulletins	375	150	175
Advertising revenue	57,000	52,362	58,687
Other revenues	7,500	28,640	28,043
	<u>1,051,127</u>	<u>1,031,070</u>	<u>862,968</u>
Expenses			
Salaries and benefits	423,855	404,471	403,616
Conference	144,000	112,654	126,526
Manuals	33,500	39,675	9,137
Directors' meetings and travel	72,000	83,970	87,055
Rent	41,187	42,721	42,543
Trade show	132,105	106,636	
Amortization of tangible capital assets			2,314
Recruiting fee		13,800	
Office expenses	75,600	45,701	37,953
Staff travel	34,000	41,762	25,272
Technical committee meetings and travel	10,800	13,485	12,149
Subscriptions	14,000	14,419	19,239
Professional fees	8,000	9,849	7,925
Telephone	3,600	3,976	3,477
Scholarships	4,000	2,000	4,000
Postage and shipping	6,200	7,764	6,114
Research expenses (Note 9)	46,167	16,500	37,500
Advertising and promotion		7,157	33,300
Bank charges	4,500	3,118	4,190
Professional liability insurance	1,000	817	896
	<u>1,054,514</u>	<u>970,475</u>	<u>863,206</u>
Excess (deficiency) of revenues over expenses	<u>(3,387)</u>	<u>60,595</u>	<u>(238)</u>

The accompanying notes are an integral part of the financial statements.

Canadian Roofing Contractors' Association Changes in Net Assets

Year ended December 31, 2019

				2019	2018
	Internally restricted	Invested in capital assets	Unrestricted	Total	Total
	\$	\$	\$	\$	\$
Balance, beginning of year	30,608		794,494	825,102	825,340
Excess (deficiency) of revenues over expenses			60,595	60,595	(238)
Acquisition of capital assets		3,575	(3,575)		
Internal restriction	10,000		(10,000)		
Balance, end of year	40,608	3,575	841,514	885,697	825,102

The accompanying notes are an integral part of the financial statements.

Canadian Roofing Contractors' Association

Cash Flows

Year ended December 31, 2019

	<u>2019</u>	<u>2018</u>
	\$	\$
OPERATING ACTIVITIES		
Excess (deficiency) of revenues over expenses	60,595	(238)
Payment of scholarship		(3,917)
Non-cash items		
Amortization of tangible capital assets		2,314
Changes in working capital items		
Trade and other receivables	(6,924)	(3,885)
Inventories		6,655
Prepaid expenses	(2,531)	(23,092)
Accounts payable and accrued liabilities	(2,066)	(10,345)
Deferred revenues	(1,310)	110,242
Deferred contributions	(607)	(672)
Cash flows from operating activities	47,157	77,062
INVESTMENT ACTIVITIES		
Receipt of investments	893,321	807,773
Purchase of investments	(913,994)	(893,321)
Acquisition of tangible capital assets	(3,575)	
Cash flows from investing activities	(24,248)	(85,548)
Net increase (decrease) in cash	22,909	(8,486)
Cash, beginning of year	31,910	40,396
Cash, end of year	54,819	31,910

The accompanying notes are an integral part of the financial statements.

Canadian Roofing Contractors' Association

Financial Position

December 31, 2019

	<u>2019</u>	<u>2018</u>
	\$	\$
ASSETS		
Current		
Cash	54,819	31,910
Trade and other receivables (Note 5)	29,396	22,472
Prepaid expenses	<u>36,562</u>	<u>34,031</u>
	120,777	88,413
Long-term		
Investments in term deposits	913,994	893,321
Tangible capital assets (Note 6)	<u>3,575</u>	
	<u>1,038,346</u>	<u>981,734</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	29,233	31,300
Deferred revenues (Note 7)	115,866	117,176
Deferred contributions (Note 8)	<u>7,550</u>	<u>8,156</u>
	<u>152,649</u>	<u>156,632</u>
NET ASSETS		
Internally restricted	40,608	30,608
Invested in capital assets	3,575	
Unrestricted	<u>841,514</u>	<u>794,494</u>
	<u>885,697</u>	<u>825,102</u>
	<u>1,038,346</u>	<u>981,734</u>

The accompanying notes are an integral part of the financial statements.

On behalf of the Board,

Director

Director

Canadian Roofing Contractors' Association

Notes to Financial Statements

December 31, 2019

1 - GOVERNING STATUTES AND PURPOSE OF THE ASSOCIATION

The Canadian Roofing Contractors' Association's (the "Association") mission is to be the national voice of the roofing industry in Canada and to provide leadership through education, information and a forum for consensus building.

The Association was incorporated without share capital under Section 211 of the Canada Not-for-profit Corporations Act and is thus exempt from income taxes. The Association has received its Certificate of Continuance under the Canada Not-for-profits Corporation Act (NFP Act).

2 - ACCOUNTING CHANGE

On January 1, 2019, the Organization applied Section 4433, Tangible Capital Assets Held by Not-for-profit Organizations, of Part III of the CPA Canada Handbook – Accounting. This section replaces Section 4431 of the same name. In accordance with this new section, not-for-profit organizations are now required to comply with the guidance in Sections 3061, Property, Plant and Equipment, and 3110, Asset Retirement Obligations, and with the reporting requirements of Section 3063, Impairment of Long-lived Assets, of Part II of the CPA Canada Handbook – Accounting, except of the guidance in Section 4433.

Application of Section 3061 by not-for-profit organizations now requires that they consider the guidance on componentization of the cost of an item of property, plant and equipment made up of significant separable component parts. For its part, Section 4433 presents new tangible capital assets impairment standards.

In accordance with the transitional provisions, this new section, applicable to years beginning on or after January 1, 2019, has been applied prospectively.

Application of this new section did not have any impact on the Association's financial statements.

3 - SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

The Association's financial statements are prepared in accordance with Canadian accounting standards for not-for-profit organizations.

Accounting estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts recorded in the financial statements and notes to financial statements. These estimates are based on management's best knowledge of current events and actions that the Association may undertake in the future. Actual results may differ from these estimates.

Canadian Roofing Contractors' Association

Notes to Financial Statements

December 31, 2019

3 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue recognition

Contributions

The Association follows the deferral method of accounting for contributions. Under this method, contributions restricted for future period expenses are deferred and are recognized as revenue in the year in which the related expenses are incurred. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Membership dues

Membership dues are recognized in accordance with the terms of agreements with its members, for the period to which the dues relate, when the dues are fixed or determinable and collection is reasonably assured. The membership dues are deferred and amortized on a straight-line basis over the membership dues period.

Conference and trade show

Conference and trade show revenue is recognized as revenue in accordance with the agreement between the parties, when the conference or the trade show takes place, amounts are fixed or determinable and collection is reasonably assured. The amount received but unearned portion of revenues from conference and trade show fees is recognized in the statement of financial position as deferred revenues.

Manuals

The Association sells technical manuals to both its members and the general public. Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, that is, the purchaser has taken possession of the manual, the price to the purchaser is fixed or determinable and collection is reasonably assured.

Advertising revenue

Advertising revenue is recognized as revenue in accordance with the agreement between the parties, when the service has occurred, when the price is established or is determinable and collection is reasonably assured.

Guarantee certificates, warranty and maintenance

Guarantee certificates, warranty and maintenance contracts revenue are recognized when the service is provided or the certificate is issued provided that there is an agreement between the parties, the fees are fixed or determinable and collection is reasonably assured.

Research income

Research income is recognized on the condition that there is an agreement between the parties, the services have been provided, the fees are fixed or determinable and collection is reasonably assured.

Canadian Roofing Contractors' Association

Notes to Financial Statements

December 31, 2019

3 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Interest income

Investment transactions are recorded on the transaction date and resulting revenues are recognized using the accrual method of accounting.

Interest income is recognized on a time apportionment basis.

Interest income is not subject to externally imposed restrictions and is recognized in the statement of operations under interest.

Research and development costs

Research costs as well as development costs are expensed as incurred.

Financial assets and liabilities

Initial measurement

Upon initial measurement, the Association's financial assets and liabilities from transactions not concluded with related parties are measured at fair value, which, in the case of financial assets or financial liabilities that will be measured subsequently at amortized cost, is increased or decreased by the amount of the related financing fees and transaction costs.

Subsequent measurement

At each reporting date, the Association measures its financial assets and liabilities at amortized cost (including any impairment in the case of financial assets).

With respect to financial assets measured at amortized cost, the Association assesses whether there are any indications of impairment. When there is an indication of impairment, and if the Association determines that during the year there was a significant adverse change in the expected timing or amount of future cash flows from a financial asset, it will then recognize a reduction as an impairment loss in earnings. The reversal of a previously recognized impairment loss on a financial asset measured at amortized cost is recognized in operations in the year the reversal occurs.

Tangible capital assets

Tangible capital assets acquired are recorded at cost. When the Organization receives contributions of tangible capital assets, their cost is equal to their fair value at the contribution date plus all costs directly attributable to the acquisition of the tangible capital assets, or at a nominal value if fair value cannot be reasonably determined.

Canadian Roofing Contractors' Association

Notes to Financial Statements

December 31, 2019

3 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Amortization

Tangible capital assets are amortized over their estimated useful lives according to the straight-line method over the following periods:

	<u>Period</u>
Office equipment	5 years

Write-down

When conditions indicate that a tangible capital asset is impaired, the net carrying amount of the tangible capital asset is written down to the tangible capital asset's fair value or replacement cost. The write-down is accounted for in the statement of operations and cannot be reversed.

Contributed supplies and services

The Association may recognize contributed supplies and services when the fair value of these contributions can be reasonably estimated and if it would have had to otherwise acquire these supplies and services for its normal operations.

4 - INTERNALLY RESTRICTED NET ASSETS

These net assets have been restricted by the Board of Directors for the purpose of funding the Jacques Chevalier Scholarship Fund. The Board has set an internal target of \$100,000 for the Fund which includes both internally restricted net assets and deferred contributions. Annual scholarship payments are to be funded by the general operations until the Fund has reached its target.

The Board of Directors approved that 50% of the excess of revenue over expenses, up to a maximum of \$10,000 per year, be transferred from unrestricted net assets to internally restricted net assets with respect to the Jacques Chevalier Scholarship Fund until it reaches \$100,000.

5 - TRADE AND OTHER RECEIVABLES

	<u>2019</u>	<u>2018</u>
	\$	\$
Trade accounts receivable	15,335	19,278
Sales taxes receivable	14,061	3,194
	<u>29,396</u>	<u>22,472</u>

As at December 31, 2019, amounts owing from one customer represent 36% of the total trade accounts receivable (47% as at December 31, 2018).

Canadian Roofing Contractors' Association

Notes to Financial Statements

December 31, 2019

6 - TANGIBLE CAPITAL ASSETS

	<u>2019</u>		<u>2018</u>
	Cost	Accumulated amortization	Net carrying amount
	\$	\$	\$
Office equipment	<u>19,251</u>	<u>15,676</u>	<u>3,575</u>

7 - DEFERRED REVENUES

	<u>2019</u>	<u>2018</u>
	\$	\$
Membership dues	3,366	3,317
Research income	112,500	112,500
Trade show income	1,359	1,359
	<u>115,866</u>	<u>117,176</u>

8 - DEFERRED CONTRIBUTIONS

	<u>2019</u>	<u>2018</u>
	\$	\$
Balance, beginning of year	8,156	8,828
Amounts recognized in operations	(606)	(672)
Balance, end of year	<u>7,550</u>	<u>8,156</u>

9 - RESEARCH PROJECTS

Since 2013, the Association has been involved in the research projects involving the National Research Council (NRC). As part of its responsibilities in the execution of these projects, the Association received an amount of \$nil (2018 - \$125,000) from the NRC, collected an amount of \$Nil (2018 - \$Nil) from its members, and paid an amount of \$16,500 (2018 - \$37,500). Revenue and expenses recorded by the Association with regards to these projects were \$nil (2018 - \$12,500) and \$16,500 (2018 - \$37,500) respectively.

10 - FINANCIAL INSTRUMENTS

Financial risks

The Association's main financial risk exposure are as follows.

Credit risk

The Association is exposed to credit risk regarding the financial assets recognized in the statement of financial position. The Association has determined that the financial assets with more credit risk exposure are trade and other receivables (excluding sales taxes receivable) since failure of any of these parties to fulfil their obligations could result in significant financial losses for the Association.

Canadian Roofing Contractors' Association

Notes to Financial Statements

December 31, 2019

10 - FINANCIAL INSTRUMENTS (Continued)

Market risk

The Association's financial instruments expose it to market risk, in particular, interest rate risk resulting from its investing activities:

– Interest rate risk:

Investments in term deposits bear interest at a fixed rate and the Association is, therefore, exposed to the risk of changes in fair value resulting from interest rate fluctuations.

Liquidity risk

The Association's liquidity risk represents the risk that the Association could encounter difficulty in meeting obligations associated with its financial liabilities. The Association is, therefore, exposed to liquidity risk with respect to all of the financial liabilities recognized in the statement of financial position.

11 - COMMITMENTS

The Association has entered into a long-term lease agreement expiring on July 31, 2023 which calls for lease payments of \$178,160 for the rental of a building. Minimum lease payments for the next five years are \$43,103 in 2020, \$45,019 in 2021, 2022 and 2023. The lease contains a renewal option for an additional period of five years which the Company may exercise by giving a nine-month notice.

The Association has also entered into a contract agreement expiring in 2020 which calls for payments of \$127,000 in research spending. Minimum payments for the next year is \$127,000.

12 - SUBSEQUENT EVENTS

Subsequent to year-end, an outbreak of a new strain of coronavirus (COVID-19) resulted in a major global health crisis which continues to have impacts on the global economy and the financial markets at the date of completion of the financial statements.

These events are likely to cause significant changes to the assets or liabilities in the coming year or to have a significant impact on future operations. Following these events, the Association has taken and will continue to take action to minimize the impact. However, it is impossible to determine the financial implications of these events for the moment.

Canadian Roofing Contractors Association (CRCA) - Income statement/budget 2020
Association Canadienne des Entrepreneurs en Couverture - releve de revenue/budget 2020

Revenues

Membership dues	\$565,170
Trade show	\$0
Conference	\$155,850
Manuals	\$28,750
Research income	\$112,500
Interest	\$19,000
Technical committee	\$7,500
Guarantee certificates, warranty and maintenance	\$19,125
Advertising	\$47,000
Other revenues	\$22,500
	<u>\$977,395</u>

Revenus

Cotisations des membres
Salon commercial
Congres
Manuels
Revenus de recherche
Interets
Comite technique
Certificats de garantie
Publicite
Autres revenus

Expenses

Salaries and benefits	\$445,522
Conference	\$147,527
Manuals	\$19,000
Directors meetings and travel	\$75,000
Rent	\$43,418
Trade show	\$0
Amortization of tangible capital assets	\$715
Printing and stationary (office expenses)	\$50,000
Staff travel	\$34,000
Technical committee meetings and travel	\$12,000
Subscriptions (memberships)	\$14,000
Professional fees	\$8,600
Telephone	\$3,960
Scholarships	\$4,000
Postage and shipping	\$6,250
Research expenses	\$176,167
Bank charges	\$3,420
Professional liability insurance	\$1,000
	<u>\$1,044,579</u>

Charges

Salaires et charges sociales
Congres
Manuels
Deplacements et reunion CA
Location
Salon commercial
Amortissement des immobilisations
Imprimerie et fourniture de bureau
Deplacements des employes
Deplacements et reunion comite technique
Abonnements
Honoraires professionnels
Telecommunications
Bourse d'etudes
Poste et messagerie
Frais de recherche
Frais bancaires
Assurances responsabilite professionnelle

Excess (deficiency) of revenues over expenses

-\$67,184

Excédent (insuffisance)

TAB 5

**APPOINTMENT OF
CRCA AUDITOR**

Suggested motion:

I (**first and last name from member company**) propose a motion that Raymond Chabot Grant Thornton, chartered accountants, Ottawa, Ontario be appointed as the Association's auditor for the current year.

TAB 6

**CRCA SLATE OF DIRECTORS
2020-2021**



**CRCA Directors (2020-2021) for AGM
Directeurs de l'ACEC (2020-2021) pour AGA
By Nomination Chair: Terry Casey**

BC	Murray Tysowski	AURORA ROOFING LTD. PO Box 70, 1850 Alberni Hwy, Coombs BC V0R 1M0
AB	Doug Rossum	CCS CONTRACTING LTD. 2611 – 58 Avenue SE, Calgary AB T2C 0B4
SK	Lindsay Pochynuk	CLARK ROOFING (1964) LTD. 842 59th Street E., Saskatoon SK S7K 5Z6
MB	Jacques Beaulieu	ALLIED ROOFING INC. 1546 Wall Street, Winnipeg MB R3E 2S4
ON	Rob Kucher	CARDINAL ROOFING & SHEET METAL INC. 1670 Rosslyn Road, Thunder Bay ON P7K 1J3
QC	Pierre Lafontaine	LES TOITURES RAYMOND 65, rue Jean-Proulx, Gatineau QC J8Z 1W2
NB	Yves Bradet	ATLANTIC ROOFERS LTD. 118 Cocagne Cross Road, Cocagne NB E4R 2J2
NS	Paula Webber	PMC ROOFING LTD. 304 Dakota Road, Debert NS B0M
At-large	Terry Casey	NORTH SHORE ROOFING LTD. 89 Bremigens Blvd, Paradise NL A1L 4A2
Associate	John Mills	SIKA CANADA INC. 6915 Davand Drive, Mississauga ON L5T 1L5

TAB 7

CHANGES TO CRCA BYLAWS

Briefing Note

Subject: CRCA By-laws changes to allow for virtual Board meetings, AGMs and SGMs

Agenda Item Number: Tab 7

Originator: Executive Director on behalf of the CRCA Board of Directors

Annual General Meeting Date: December 17, 2020

Background:

The CRCA By-laws govern the actions of the association as it relates to the Canada Not-for-profit Corporations Act. Article 8, section 4 of our By-laws deals with Board meetings and Article 11, section 1 deals with member meetings (Annual General Meetings AGMs and Special General Meetings SGMs). Both of these Articles provide details on the requirements, conditions and guidelines for such meetings. **Please see attached By-laws for more detail.**

Current Status:

The current CRCA By-laws only allow for in person Board meeting and members meetings (AGMs and SGMs). After seeking clarification from Megan Wallace (Partner and Head of Not-for-profit and Charity Law) at Perley-Robertson, Hill & McDougall LLP on our current By-laws and how CRCA can allow for virtual board and members meetings, she has put forward the attached changes to our current By-laws. **Please see attached By-laws changes in blue underlined font for more detail. The key changes are on pages 4, 11, 16 and 17 of the Bylaws.**

These revisions will allow for electronic participation at meetings and entirely electronic meetings for both the board of directors (their meetings) and the members (AGMs and SGMs).

To make these changes legal, the Board must first approve the changes by resolution and then finally the changes will be presented at the next CRCA AGM for approval by resolution by the members. **The CRCA Board of Directors approved these changes at their Board meeting on November 3, 2020.**

Action Required:

CRCA is requesting that our members review and then put forward the following resolution/motion at AGM to approve the By-law changes.

RESOLUTION OF THE MEMBERS OF CANADIAN ROOFING CONTRACTORS ASSOCIATION (the "Corporation") – ref: APPROVAL OF BY-LAWS

BE IT RESOLVED that:

1. the amended by-laws of the Corporation (the "**By-Laws**") are hereby approved in the form presented to the members and are hereby in effect;
2. any officer or director of the Corporation is hereby authorized to take all such actions and execute, deliver and file all such documents, including the By-Laws, which are necessary or desirable for the implementation of this resolution.



~~2013~~

2020

CRCA Draft Bylaws

~~Approved at 2013 Annual General Meeting~~

~~June 2013~~

~~June 2013~~ October 2020

CANADIAN ROOFING CONTRACTORS ASSOCIATION

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ARTICLE 1 - DEFINITIONS AND INTERPRETATION

Section 1 - Definitions

In these By-laws:

- (i) **"Act"** means the *Canada Not-for-profit Corporations Act* [and includes the regulations promulgated thereunder](#).
- (ii) **"Active Member"** means an active regular or active at-large member.
- (iii) **"Association"** means Canadian Roofing Contractors Association.
- (iv) **"Designated Representative"** means a person holding the same membership category.
- (v) **"Associate Member Company"** means a person which has become an associate member of the Association.
- (vi) **"Recognized Provincial Association"** means any provincial association and other organization to which the Board of Directors of the Canadian Roofing Contractors Association has declared an affiliation with the Canadian Roofing Contractors Association.

Section 2 - Interpretation

In these By-laws:

- (i) Words importing a singular number shall include the plural, and words importing the plural shall include a singular number.
- (ii) Words importing the masculine gender shall include female gender.
- (iii) References to persons shall include firms, individuals, partnerships and corporations.
- (iv) References to firms and partnerships shall include sole proprietorships.

ARTICLE 2 - LOCATION

The Registered Office of the Association shall be located in the City of Ottawa, in the Province of Ontario, at the place therein where the business of the Association may from time to time be carried on, provided always that the Board of Directors may establish, by resolution, other offices and agencies elsewhere in Canada.

ARTICLE 3 - CORPORATE SEAL

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The seal, and impression whereof is stamped in the margin hereof, shall be the seal of the Association.

ARTICLE 4 = MEMBERSHIP

Section 1 - Conditions of Membership and Categories

Membership in the Association shall be limited to persons engaged or interested in furthering the advancement of the roofing and related sheet metal contracting business and industry in Canada and shall be divided into the following categories:

(a) Active Regular Member:

Any active regular member shall be limited to a person actively engaged in Canada in the roofing and related sheet metal contracting business provided that such active regular member shall hold membership in and be a member in good standing of a recognized provincial association affiliated with this Association in the province in which the active regular member is located.

(b) Active At-Large Member:

An active at-large member shall be limited to a person actively engaged in Canada in the roofing and related sheet metal contracting business where there is no recognized provincial association affiliated with this Association in the province in which the active at-large member is located.

(c) Associate Member:

An associate member shall be limited to a person engaged in manufacturing or supplying materials, equipment, accessories or magazines used in any branch of the roofing or related sheet metal industry.

(d) Honorary Member:

In recognition of significant contribution to the advancement of the Association or of the roofing and related sheet metal industry, a person may be elected an honorary member by the Board of Directors and be entitled to all of the privileges of membership in the Association save and except the holding of an elective office and provided further that such honorary member shall be subject to the provisions of the By-laws of the Association.

(e) International Contractor Member:

An international contractor member shall be limited to a person that is engaged in the roofing and related sheet metal contracting business outside of Canada and shall be entitled to all of the privileges of membership in the Association save and except those of holding an elective office and issuing an Association warranty, provided further that such international contractor member shall be subject to the provisions of the By-laws of the Association.

(f) Industry Member:

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An industry member shall be limited to a person interested in literature from the Association regarding the industry and shall be entitled to all the privileges of membership in the Association save and except the holding of an elective office, provide further that such Industry Member shall be subject to the provisions of the By-laws of the Association.

Section 2 - Application for Membership

- (a) Application for membership shall be on such forms and contain such information as may be prescribed from time to time by the Executive Committee.
- (b) Application for membership shall be subject to approval by the Executive Committee.

Section 3 - Termination of Membership

- (a) Any member may withdraw from the Association by delivering to the Association written Notice of Resignation and lodging a copy of the written Notice of Resignation with the Secretary of the Association.
- (b) The membership of an active regular member shall be deemed to be terminated if such person's membership in the recognized affiliated provincial association in which the active regular member is a member is terminated.
- (c) Any membership may be terminated for cause or conduct or behaviour inimical to the interests of the Association by adoption of a resolution of the Board of Directors provided however that prior to the adoption of any such resolution, the member affected by such resolution shall be given notice of and afforded full opportunity to be heard at a hearing before the Board of Directors regarding the adoption of any such resolution provided always that in the event the member does not attend at the hearing where notice of the hearing has been given to the member, the Board of Directors may proceed in his absence and the member is not entitled to any further notice in the proceedings.
- (d) Any membership may be terminated for non-payment of membership dues or other monies due and owing to the Association by such member.

Section 4 - Suspension

- (a) "Suspension" means the interruption of all rights and services provided to a member by the Association.
- (b) "Suspended member" means a member not in good standing whose rights and services as a member have been interrupted.

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- (c) Any membership may be suspended for cause or conduct or behaviour inimical to the interests of the Association by adoption of a resolution of the Board of Directors provided however that prior to the adoption of any such resolution, the member affected by such resolution shall be given notice of and afforded full opportunity to be heard at a hearing before the Board of Directors regarding the adoption of any such resolution provided always that in the event the member does not attend at the hearing where notice of the hearing has been given to the member, the Board of Directors may proceed in his absence and the member is not entitled to any further notice in the proceedings.
- (d) Any membership may be suspended, without any requirements for a hearing, for non-payment of membership dues or other monies due and owing to the Association by such member, which suspension shall be effective upon written notice thereof being delivered to the member. Such written notice shall be deemed to have been delivered by personal service on the member or if forwarded by mail, on the fourth (4th) day following the posting thereof.
- (e) Notwithstanding the provisions of Section 4(c) herein, the membership of an active regular member shall be deemed to be suspended upon the Association receiving written notification of suspension from a recognized affiliated provincial association in which the member has membership. Similarly, suspension by the recognized affiliated provincial association will be deemed to be effective upon receipt of written notification from the Association that its member is a suspended member of the Association.
- (f) Conversely the membership of an active regular member shall be deemed to be reinstated upon the Association receiving written notification of reinstatement from a recognized affiliated provincial association in which the member has membership. Similarly reinstatement by the recognized affiliated provincial association will be deemed to be effective upon receipt of written notification from the Association that it has reinstated the previously suspended member.

ARTICLE 5 - REVENUES

Section 1 - Sources

The sources of revenue of the Association shall be derived from membership dues and such other sources as may be designated by the Board of Directors or the Executive Committee.

Section 2 - Membership Dues

The dues for all classes of membership shall be as established from time to time by the Executive Committee and approved by the Board of Directors provided that Honorary Members of the Association shall not be required to pay membership dues.

Section 3 - Financial Year

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The Financial year of the Association shall be from January 1 to December 31 in any year.

ARTICLE 6 - AFFILIATED ORGANIZATIONS

Section 1

- (a) Subject to the provisions of Section 2 herein, the Board of Directors may declare affiliation with provincial roofing associations and other organizations pursuant to which such provincial associations and other organizations would thereafter be recognized as affiliated with the Association provided however that at any time after any affiliation has been declared, the Board of Directors may declare such affiliation to be dissolved.

Section 2

- (a) Such affiliation shall be limited to one provincial association or other organization relative to a specific industry or profession provided that said provincial association or other organization, in the opinion of the Board of Directors, is representative of that specific industry or profession in such province.
- (b) The By-laws of any roofing contractors' association being considered for affiliation must reflect and endorse a duality requirement for active members.

ARTICLE 7 - NOMINATIONS TO OFFICE

Section 1 - Qualifications of Directors

Subject to the provisions of this By-law, an individual nominated for election to the Board of Directors of the Association shall:

- (i) be employed or alternatively associated with a firm, partnership or corporation, all of which as the case may be, shall be a member of the Association and shall enjoy a completely satisfactory reputation in all respects as a competitor in its areas of operation;
- (ii) be a senior executive with a firm, partnership or corporation, as the case may be, with decision making powers to commit such firm, partnership or corporation;
- (iii) have demonstrated interest in national industry affairs;
- (iv) in addition to such qualifications as are herein before referred to, an active regular member shall have demonstrated activity experience at the provincial association level through the holding of some office at such provincial level.

Section 2 - Nomination of Directors

- (a) One (1) active regular member shall be nominated as a director from each of the respective recognized affiliated provincial associations.
- (b) One (1) active at-large member may be nominated as a director by the nominating chairman.

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- (c) One (1) associate member shall be nominated as a director.
- (d) Additional nominations for directors may be made provided that:
 - (i) in the case of the nomination of an active regular member, five (5) per cent of the active regular members in the respective recognized affiliated provincial association; or
 - (ii) in the case of the nomination of an active at-large member, five (5) voting active members in the Association; or
 - (iii) in the case of the nomination of an associate member, five (5) per cent of the associate members in the Association,

so nominate such additional individuals in the form of a nomination Statement bearing the name of the additional individuals to be so nominated and executed by the active regular members, active at-large members or associate members, as the case may be, making such additional nominations provided always that such nomination Statement is submitted to the Executive Director of the Association not later than thirty (30) days prior to the commencement of the Annual General Meeting.

- (e) In the event that the nominations aforesaid exceed the number of vacancies on the Board of Directors, subject to the provisions of Article 8, Section 1 herein relating to the composition of the Board of Directors, a letter ballot shall be conducted by the Executive Director to ensure compliance herein with the nomination requirements to the Board of Directors, provided that upon the taking of a letter ballot:
 - (i) in the case of the nomination of an active regular member, only the active regular members in the recognized affiliated provincial association in which the active regular member so nominated holds membership, shall be entitled to cast a vote; or
 - (ii) in the case of the nomination of an active at-large member, only active members in the Association shall be entitled to cast a vote; or
 - (iii) in the case of the nomination of an associate member, only associate members in the Association shall be entitled to cast a vote, provided always that the majority of votes cast for an individual shall determine the nomination of such individual to the Board of Directors pursuant to this Article.

Section 3 - Officers

The officers of the Association shall be nominated by the Nominating Chairman.

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Section 4 - Nominating Chairman

Unless otherwise determined by the Board of Directors, the immediate Past President shall be appointed to act as Nominating Chairman.

ARTICLE 8 - BOARD OF DIRECTORS'

Section 1 - Composition

The affairs of the Association shall be managed by a Board of Directors, elected annually, which shall consist of not less than eight (8) members, nor more than twenty-eight (28) members, provided that the composition of the Board of Directors shall include at least the following:

- (a) One (1) active regular member from each recognized affiliated provincial association;
- (b) One (1) active at-large member should such a member be nominated;
- (c) One (1) associate member.

The Executive Director will attend Board of Directors meetings and will act as an advisor to the Board, but will not be a member of the Board.

Section 2 - Election and Term

- (a) All members of the Board of Directors shall be elected at each Annual General Meeting of the Association.
- (b) All members of the Board of Directors shall be eligible for re-election at the Annual General Meeting of the Association.
- (c) All members of the Board of Directors shall remain in office until the dissolution or adjournment of the meeting at which the successor director is elected or appointed.

Section 3 - First Meeting of New Board of Directors

Each newly elected Board of Directors may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the Annual General Meeting of members at which such Board of Directors is elected and in any event not later than ten (10) days following such Annual General Meeting, provided that a quorum of the Board of Directors is present.

Section 4 - ~~Other~~ Board Meetings

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- (a) Except as may be provided herein, all other meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors provided that fourteen (14) days notice of such meetings shall be sent in writing to each member of the Board of Directors.
- (b) If an elected member of the Board of Directors is unable to attend at a meeting of the Board of Directors, a designated representative may attend at the meeting in a non-voting capacity.
- (c) If the Directors consent thereto, a Director may participate in a meeting of the Board of Directors in the manner provided by the Act by means of such conference telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other and a Director participating in a meeting by such means shall be deemed to be present at the meeting.
- (d) If the Directors consent thereto, a meeting of the Board of Directors may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 5 - Quorum

A majority of the members of the Board of Directors, one of which must be the President or First (1st) Vice-President, shall constitute a quorum.

Section 6 - Power of Board of Directors

- (a) The Board of Directors may exercise all such powers of the Association which are not by the Act or by these By-laws required to be exercised by the members of the Association at a General Meeting.
- (b) The Board of Directors may appoint such agents and engage such employees as it shall deem expedient from time to time and such persons shall have such authority and perform such duties as shall be prescribed by the Board of Directors.
- (c) No rule and regulation made by the Association at a General Meeting shall invalidate a prior act of the Board of Directors that would have been valid if the rule and regulation had not been made.

Section 7 - Removal

- (a) Subject to the provisions herein, a member of the Board of Directors shall no longer be eligible to remain a member of the Board of Directors' and shall forthwith deliver up his office in the event that:
 - (i) he resigns by delivering a written resignation to the Association;

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- (ii) he is of unsound mind and has been so found by a Court of competent jurisdiction;
- (iii) he becomes bankrupt or insolvent or suspends payment to or compounds with his creditors;
- (iv) he ceases to represent a member company of the Association;
- (v) he dies;
- (vi) he becomes a suspended member.

Provided that if any vacancy shall occur on the Board of Directors the members of the Board of Directors may by resolution fill the vacancy with another member in good standing.

- (b) The members of the Association may by ordinary resolution at a special meeting remove any director or directors from office. A director elected by a class or group of members that has an exclusive right to elect the director may only be removed by an ordinary resolution of those members.

ARTICLE 9 - OFFICERS

Section 1 - Composition

- (a) The officers of the Association shall be:
 - (i) The President;
 - (ii) One or more Vice-Presidents designated as First (1st) Vice-President, Second (2nd) Vice-President and such other numerical designation as may be required;
 - (iii) Honorary Secretary;
 - (iv) Honorary Treasurer;
 - (v) Executive Director;
 - (vi) Immediate Past President;
 - (vii) Such other officers as the Board of Directors may determine.
- (b) The Officers of the Association, except for the Executive Director, must be elected members of the Board of Directors.

Section 2 - Election

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- (a) The officers of the Association shall be elected at the first Meeting of the Board of Directors next following the Annual General Meeting in accordance with the provisions of Article 8, Section 3 herein.
- (b) The President, Vice-President or Vice-Presidents and Honorary Treasurer shall be elected from among the active members of the Board of Directors.
- (c) The Honorary Secretary shall be elected from among the Associate Members of the Board of Directors.
- (d) The Executive Director may be an employee of the Association and need not be a member of the Association.
- (e) The immediate Past-President shall be an active member of the Association having been elected to the Board of Directors and being that individual most recently holding the position of President.

Section 3 - Term and Removal

- (a) The officers of the Association shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.
- (b) An officer may at any time be removed from office by resolution passed by at least three-fourths (3/4ths) of the votes cast at a Meeting of the Board of Directors called for such a purpose;
- (c) If any vacancy shall occur in the Officers of the Association, the Board of Directors may by resolution fill the vacancy with another Board member in good standing.

Section 4 - Duties

(a) President

The President shall be the Chief Executive Officer of the Association and he

- (i) Shall preside at all meetings of the Association, of the Board of Directors, and of the Executive Committee.
- (ii) Shall see that all orders and resolutions of the Board are carried into effect.
- (iii) Shall represent the Association within the provisions of the constitution and By-laws.
- (iv) Shall be an ex-officio member of all committees.

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- (v) Shall be responsible for the organization and overall promotion of the objectives of the Association.
- (vi) Shall perform all such additional duties as may from time to time be determined by the Board of Directors.

(b) Vice-President or Vice-Presidents

The Vice-President, or the Vice-Presidents, as the case may be, shall assume the duties and powers of the President in the absence of the President or upon his direction and shall perform such other duties as may from time to time be determined by the Board of Directors.

(c) Honorary Secretary

The Honorary Secretary shall perform such duties as shall from time to time be determined by the Board of Directors or prescribed By-law. He shall be custodian of the seal of the Association, which he shall deliver only when authorized by resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

(d) Honorary Treasurer

The Honorary Treasurer:

- (i) Shall supervise the receipt and disbursement of the funds of the Association to ensure that finances are in accordance with the estimates and budget approved by the Board of Directors;
- (ii) Shall be prepared to account for all transactions of his office;
- (iii) Shall report periodically to the Board of Directors, and whenever the Board of Directors requires, shall provide an accounting of financial transactions and the financial position of the Association;
- (iv) Shall present an audited report of the financial position of the Association at the Annual General Meeting;
- (v) Shall perform such other duties as may from time to time be determined by the Board of Directors.

(e) Executive Director

The Executive Director of the Association:

- (i) Shall attend all sessions of the Board of Directors and all meetings of the members and such other meetings as may from time to time be determined by the Board of Directors or the Executive Committee;

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- (ii) Shall act as secretary at all meetings and record all votes and minutes of all proceedings in the records and books of the Association kept for that purpose;
- (iii) Shall give or cause to be given notice of all meetings of the members, directors and committees of the Association;
- (iv) Shall have the duties, responsibilities and authority as determined from time to time by the Board of Directors or Executive Committee;
- (v) Shall report to the President between meetings.

(f) *Immediate Past President*

The Immediate Past-President as defined in sub-clause (e) of Section 2 of Article 9 herein shall, in addition to all duties as provided by the By-laws of the Association, perform such duties as shall from time to time be determined by the Board of Directors.

ARTICLE 10 - EXECUTIVE COMMITTEE

Section 1 - Composition

The President, Vice-President, Treasurer and Executive Director of the association shall constitute the Executive Committee along with such other officers as may be determined from time to time by the Board of Directors. The Executive Director will act as an advisor and provides support to the Executive Committee, but will have no voting right on this Committee.

Section 2 - Powers

- (a) The Executive Committee have only these powers granted to it by the Board of Directors or these bylaws and shall exercise this power between meetings of the Board of Directors.
- (b) The actions by the Executive Committee shall be announced to the Board of Directors as promptly as possible.
- (c) The powers granted to the Executive Committee are for the efficient administration of the affairs of the Association.
- (d) The actions of or by the Executive Committee are subject to the approval of the Board of Directors.

Section 3 - Executive Committee Meetings

Meetings of the Executive Committee may be held at any time and place to be determined by the President provided that fourteen (14) days notice of such meetings shall be sent in writing to each member of the Executive Committee.

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Section 4 - Quorum

Two-thirds (2/3) of the voting members of the Executive Committee, one of which must be the President or First (1st) Vice-President, shall constitute a quorum.

Section 5 - Removal

- (a) The Board of Directors may at any time remove any member of the Executive Committee by resolution passed by at least three-fourths (3/4ths) of the votes cast at a meeting of the Board of Directors called for such purpose;
- (b) If any vacancy shall occur on the Executive Committee the Board of Directors may by resolution fill the vacancy with another officer of the association.

ARTICLE 11 - ANNUAL AND SPECIAL MEETINGS

Section 1 - Annual and Special General Meetings

- (a) The Annual General Meeting of the members of the Association shall be held at such time and place in Canada as the Board of Directors may designate unless the members otherwise resolve.
- (b) The voting members shall elect the Board of Directors subject to Article 8, Section 1 and shall receive a report from the Board of Directors at the Annual General Meeting.
- (c) At least twenty-one (21) days and not more than thirty-five (35) days prior written notice shall be given by mail or electronic means to each member of any Annual General Meeting.
- (d) Special General Meetings of the Association shall be held upon the request of two-thirds (2/3) of the members of the Board of Directors' or of five (5) per cent of the voting members of the Association.
- (e) At least twenty-one (21) days and not more than thirty-five (35) days prior written notice shall be given by mail or electronic means to each member of any Special General Meeting provided always that such written notice shall contain sufficient information to allow each member to form a reasoned judgement.
- (f) If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during an Annual General Meeting or a Special General Meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a such a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

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(g) If the Directors or members of the Association call a Annual General Meeting or Special General Meeting, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 2 - Quorum - Annual and Special General Meetings

Nine (9) voting members present in person at the meeting and representing in person or by proxy at least twenty (20) per cent of the voting membership shall constitute a quorum.

Section 3 - Order of Business

The usual order of business determined by parliamentary procedure shall govern the conduct of all meetings. In all matters not governed by Bylaws, procedure shall be in accordance with Bourinot's Rules or Order.

ARTICLE 12 - FORMATION OF SPECIAL COMMITTEES AND SECTIONS

Section 1 - Sections

- (a) Subject to the approval of the Board of Directors, such members as desire may form sections for common action upon matters peculiar to their special interests and such sections may elect their own officers.
- (b) Any such section shall conduct its business and communications only in its own name as a section of the Association and shall not obligate the Association in any way without first obtaining authority thereof from the Board of Directors.
- (c) Any such section shall keep the Board of Directors informed concerning its business and communications.

Section 2 - Special and Sub-Committees

At the discretion of the Board of Directors, special committees and sub-committees may be established from time to time provided that such special committees and sub-committees shall exercise such duties as are authorized by the Board of Directors and provided further that any member appointed or elected to any special committee or any sub-committee may be removed from office by a majority vote of the Board of Directors.

ARTICLE 13 - VOTING

Section 1 - Entitlement

- (a) Each active member shall be entitled to one (1) vote.
- (b) Each associate member shall be entitled to one (1) vote.

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- (c) Honorary members shall not be entitled to vote at any meeting of the Association.
- (d) International contractor members shall not be entitled to vote at any meeting of the Association.
- (e) Industry members shall not be entitled to vote at any meeting of the Association.
- (f) Ex-officio members of any committee shall not be entitled to vote at any meeting of the Association.
- (g) Executive Director shall not be entitled to vote at any meeting of the Association.
- (h) Suspended members shall not be entitled to vote at any meeting of the Association.

Section 2 - Board of Directors Meetings

- (a) A majority of votes cast by members of the Board of Directors present at a regularly constituted meeting of the Board will be required for adoption of resolutions.

Section 3 - Annual and Special General Meetings

- (a) Subject to the provisions of the Act or any successor legislation and the provisions of the By-laws of the Association, all matters shall be determined by a majority of votes cast by members present or by proxy entitled to vote upon such matters.
- (b) In the case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote in which he is entitled as a member and the proposed resolution shall not pass.

Section 4 - Proxy Votes

- (a) A voting member or any authorized representative of a voting member may appoint in writing as his proxy any other voting member or any authorized representative of any voting member in good standing to vote at any Annual or Special General Meeting.
- (b) All proxy letters must be signed and delivered on the prescribed form to the Association not less than fourteen (14) days before any Annual General Meeting or seven (7) days before any Special General Meeting. Reminders to members of their right to vote by proxy shall be sent out in advance of any such Meeting provided always that sufficient time shall be allowed for the return of the proxy letters.

ARTICLE 14 - SIGNING AUTHORITY

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Contracts, documents or any instruments in writing entered into by the Association shall be signed by any two of the President, Vice-President or Vice-Presidents, Executive Director, Honorary Treasurer and Honorary Secretary.

ARTICLE 15 - REMUNERATION

Section 1 - Directors

Members of the Board of Directors shall not receive remuneration for their services but by resolution of the Board of Directors, expenses may be allowed for their attendance at meetings of the Association or other expenses incurred in the fulfilment of their duties as members of the Board of Directors.

Section 2 - Officers and Executive Director

- (a) Officers of the Association shall not receive any remuneration for their services but by resolution of the Board of Directors, expenses may be allowed for their attendance at meetings of the Association or other expenses incurred in the fulfilment of their respective duties as officers of the Association.
- (b) The remuneration of the Executive Director and any other employees of the Association and expenses incurred in connection with the business of the Association and in the fulfilment of their respective duties shall be as determined from time to time by the Executive Committee.

Section 3 - Committees

Remuneration and expenses or either one of them may be allowed as determined from time to time by the Executive Committee.

ARTICLE 16 - PROTECTION OF DIRECTORS AND OFFICERS

Section 1 - Indemnity

Each director and officer of the Association and their respective heirs, executors, administrators, successors and assigns and other legal representatives shall from time to time be indemnified and saved harmless by the Association from and against any and all liability and all costs, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office.

Section 2 - Insurance

The Association shall purchase and maintain the insurance affording the coverage for indemnification as provided in Article 16, Section 1 herein provided that the Board of Directors shall at all times determine the limits of such insurance coverage.

ARTICLE 17 - AUDIT

~~June 2013~~ October 2020

Voting members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Association for report to members provided that the Board of Directors may fill any casual vacancy in the office of the auditor.

ARTICLE 18 - AMENDMENTS OF BY-LAWS

Subject to the Act, the By-laws of the Association may be repealed or amended by By-law enacted by a majority of the members of the Board of Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the voting members in attendance, or represented by proxy, at a meeting duly called for the purpose of considering the said By-law.

ARTICLE 19 - RULES AND REGULATIONS

The Board of Directors and the Executive Committee, or either one of them, may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Association when they shall be confirmed, and in default of confirmation at such Annual Meeting of members shall at and from that time cease to have force and effect.

ARTICLE 20 - DISSOLUTION OF THE ASSOCIATION

Upon the winding-up or dissolution of the Association, any assets remaining following payment and satisfaction of the debts and liabilities of the Association shall be transferred to an organization or organizations having cognate or similar objects, such organization or organizations to be decided upon by the members of the Association at the time of winding up or dissolution.

ARTICLE 21 - FORMER BY-LAWS REPEALED

The former By-laws of the Association, as amended, are hereby repealed with the coming into force and the taking effect of this By-law in accordance with the provisions of Article 18.

~~June 2013~~ October 2020

Document comparison by Workshare Professional on October 9, 2020 2:59:00

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<u>Insertion</u>	
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Style change	
Format change	
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Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	23
Deletions	19
Moved from	0
Moved to	0
Style change	0
Format changed	0

Total changes	42
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TAB 8

MOTION TO ADJOURN

Suggested motion:

I (**first and last name from member company**) propose a motion to adjourn the CRCA AGM help on December 17, 2020.