

Canadian
Good Roads
Association

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Canadian
Good Roads
Association



HEADQUARTERS:
909 NEW BIRKS BLDG., MONTREAL

OFFICERS

HONORARY PRESIDENT:

Capt. J. A. Duchastel de Montrouge
City Manager, Outremont, P.Q.

PRESIDENT:

S. L. Squire
Hon. Pres. Ontario Good Roads Association,
Parliament Buildings, Toronto, Ont.

FIRST VICE-PRESIDENT:

A F. MacCallum
Commissioner of Works, Ottawa, Ont.

SECOND VICE-PRESIDENT:

P. E. Mercier
Commissioner of Works, City of Montreal, P.Q.

SECRETARY-TREASURER:

Geo. A. McNamee
909 New Birks Building, Montreal, P.Q.

DIRECTORS

THE OFFICERS AND:

A. L. Caron
President Automobile Club of Canada, Montreal, P.Q.

Dr. E. M. Desaulniers, M.L.A.
Deputy Speaker, Provincial Legislature,
St. Lambert, P.Q.

J. E. Griffith
Deputy Minister, Public Works,
Victoria, B.C.

R. S. Henderson

Pres. Manitoba Good Roads Association,
Winnipeg, Man.

L. B. Howland

President Canadian Automobile Association,
Toronto, Ont.

Russell T. Kelley

President, Hamilton Board of Trade, Hamilton, Ont.

Hon. Sam Latta

Minister of Highways, Province of Saskatchewan.

J. W. Levesque, M.L.A.

Power Building, Montreal, P.Q.

T. P. Regan

President New Brunswick Automobile Association,
St. John, N.B.

J. A. Sanderson

Hon. Pres. Dairymen's Association of Eastern Ontario,
Oxford Station, Ont.

C. R. Wheelock

Pres. Ontario Good Roads Association,
Orangeville, Ont.

W. G. Yorston

Assistant Road Commissioner, Province of Nova Scotia,
Halifax, N.S.

W. Findlay

Business Manager, The Journal Press, Ottawa, Ont.

**PAST PRESIDENTS AND ADVISORY
COMMITTEE:**

U. H. Dandurand

Dandurand Building, Montreal, P.Q.

W. A. McLean

Deputy Minister of Highways, Province of Ontario,
Toronto, Ont.

B. Michaud

Deputy Minister of Roads, Province of Quebec,
Quebec, P.Q.

Capt. O. Hezzelwood

Toronto, Ont.

DOMINION OF CANADA

7-8 GEORGE V

Chap. 74

**An Act to Incorporate
Canadian Good Roads Association.**

Assented to 29th August, 1917

Preamble.

WHEREAS a petition has been presented on behalf of the unincorporated society at present existing in Canada and known as "Dominion Good Roads Association", praying that the society may be incorporated for the objects and with the powers hereinafter set forth; and whereas it is expedient to grant the prayer of the said petition: Therefore His Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:—

Incorporation.

1. Jules Duchastel de Montrouge, civil engineer, George Augustus McNamee, manager, both of the city of Outremont, Joseph Arsene Benjamin Michaud, civil employee, of the city of Quebec, Joseph Wenceslas Levesque, notary, of the village of St. Vincent de Paul, all in the province of Quebec, and Andrew F. Macallum, civil engineer, of the city of Ottawa, in the prov-

ince of Ontario, together with such other persons as are now members of the society mentioned in the preamble to this Act, hereinafter called "the society", or as become in accordance with the provisions of this Act members of the association hereby incorporated, are hereby incorporated under the name of ^{Name.} "Canadian Good Roads Association", hereinafter called "the Association."

2. The objects of the Association shall be to collect and distribute information concerning highway legislation, construction and maintenance, in the various cities, towns, villages and municipalities throughout Canada; to stimulate and encourage in all ways the improvement, construction and maintenance of roads; the whole from an educational and practical standpoint. ^{Objects}

3. The Association may, for the purposes of carrying out the above objects, promote, organize, finance and hold meetings and congresses, exhibitions, shows and displays of all kinds, and do such other lawful acts and things as are incidental or conducive to the attainment of the objects of the Association. ^{Powers.}

4. The head office of the Association shall be at the city of Montreal, in the province of Quebec, but the Association may, by by-law, change the head office to any other place in Canada. ^{Head Office.}

Constitution,
etc.

5. (1) In so far as they are not contrary to law, nor inconsistent with the provisions of this Act, the constitution, by-laws and rules of the society at the date of the passing of this Act shall continue to be, respectively, the constitution, by-laws and rules of the Association until altered or amended in the manner prescribed by this Act.

Alteration.

(2) The Association may, from time to time, alter or amend the said constitution, by-laws and rules in any manner not contrary to law nor inconsistent with the provisions of this Act.

Directors.

6. The Association shall be governed and its affairs shall be managed by a board of not more than twenty five and not less than three directors to be chosen in such manner and number, from time to time, as may be determined by the by-laws of the Association.

Officers,
directors
and
committees.

7. The officers, directors and executive committees of the society shall continue to be, respectively, the officers, directors and executive committees of the Association until replaced by others in accordance with the constitution, by-laws and rules of the Association.

Annual
general
meeting.

8. (1) There shall be held annually a general meeting of the Association, the place and time of each such meeting to be appointed by the directors. At every annual general meeting a full statement of the affairs of

the Association shall be presented by the directors.

(2) The first annual general meeting of the Association shall be held within one year after the passing of this Act, at such time and place as the directors of the Association may appoint.

First Meeting

9. (1) The directors of the Association may, from time to time, make, repeal, amend or re-enact by-laws and rules, not contrary to law nor inconsistent with the provisions of this Act, for:—

By-laws.

- (a) defining the terms and conditions of membership in the Association, and the rights, duties and privileges of all classes of members;
- (b) the administration, management and control of the property, business and other affairs of the Association;
- (c) the appointment, powers, duties, quorum, term of office, and method of election of the directors;
- (d) the appointment, designation, functions, duties and remuneration of all officers, agents and servants of the Association;
- (e) the appointment of committees and the designation of their duties;
- (f) the calling of meetings annual or special, of the Association, and of meetings, periodical or special,

of the directors and of committees;

- (g) the fixing of the quorum necessary at, the procedure in all respects at or concerning, and all other requirements of, any meeting of the Association, or of its directors or committees;
- (h) generally, for carrying out the objects of the Association;

Confirmation.

(2) Every such by-law, excepting by-laws made respecting officers, agents and servants of the Association, and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the Association, duly called for that purpose, shall only have force until the next annual meeting of the Association, and in default of confirmation thereat, shall, at and from that time, cease to have force.

Power to acquire Real and other property.

10. (1) The Association may acquire by devise, bequest, purchase, gift, lease or otherwise, such real or immovable property as is required for its actual use and occupation and is necessary or requisite for the carrying out of the objects of the Association, and may sell, mortgage, hypothecate, pledge, lease, manage, develop, or otherwise dispose of or deal with any property so acquired.

Limit of value.

(2) The annual value of the real estate held by or in trust for the Association in Canada, shall not exceed fifty thousand dollars.

(3) The Association shall, within ten years after its acquisition of any real estate or within any extension of such period as is in this section provided, sell or otherwise dispose of and alienate so much of such real estate as is not required for the use and occupation of the Association, but nothing herein contained shall be deemed in any wise to vary or otherwise affect any trust relating to such property.

Limit of time for holding Real Estate.

(4) The Treasury Board may direct that the time for the sale or disposal of any such real estate shall be extended for a further period or periods, not to exceed five years.

Extension of time.

(5) The whole period during which the Association may hold such real estate under the foregoing provisions of this section shall not exceed fifteen years from the date of the acquisition thereof.

Fifteen years limit.

(6) Any real estate not required by the Association for its own use, held by the Association for a longer period than authorized by the foregoing provisions of this section, shall be forfeited to His Majesty for the use of the Dominion of Canada.

Forfeiture.

11. (1) If authorized by by-laws, sanctioned by the vote of not less than two-thirds of the members present at any general meeting of the Association duly called for considering the by-law, the directors may, from time to time, as

Borrowing powers and investments.

and when required for the objects of the Association,—

- (a) borrow money upon the credit of the Association;
- (b) limit or increase the amount to be borrowed;
- (c) make, accept, draw, endorse and execute bills of exchange, promissory notes and other negotiable instruments;
- (d) issue bonds, debentures, or other securities of the Association for sums not less than one hundred dollars each, and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- (e) hypothecate, mortgage or pledge any real or personal property of the Association, to secure any money so borrowed for the objects of the Association, or any bonds, debentures or other securities so issued, pledged or sold;
- (f) invest the funds of the Association in such manner and upon such securities as are determined by the by-law.

Not to issue notes for circulation.

(2) Nothing in this section shall be construed to authorize the Association to issue any note or bill payable to bearer thereof, or any promissory note intended to be circulated as money or as the note or bill of a bank, or to engage in the business of banking, or insurance.

12. The Association may receive and distribute any gifts, grants of money, or contributions made by the Government of Canada, or by the Government of any province of Canada, or by any municipality, incorporated body, society, or person, and shall apply the same in accordance with the terms, provisions, and conditions of such gifts, grants, or contributions; or, if there be none such, in accordance with the objects set forth in section 2 of this Act. ^{Powers and duties as to aid granted.}

13. Subject to the constitution, ^{Branches.} by-laws and rules of the Association, branches of the Association may be established at any place in Canada, under such title and designation and subject to such conditions and provisions, and with such powers as the Association may determine by by-law.

CANADIAN GOOD ROADS ASSOCIATION

CONSTITUTION

ARTICLE 1.—NAME

Section 1.—This organization shall be known as the "Canadian Good Roads Association".

ARTICLE II.—OBJECTS.

Section 1.—The objects of this Association shall be to collect and distribute information concerning Highway Legislation, Construction, and Maintenance, in the various Cities, Towns and Villages, etc., throughout the Dominion of Canada; to stimulate and encourage in all ways the improvement, construction and maintenance of roads; the whole from an educational and practical standpoint.

ARTICLE III.—HEADQUARTERS.

Section 1.—The Official Headquarters of this Association shall be located and maintained in the City of Montreal, Province of Quebec.

ARTICLE IV.—MEMBERSHIP.

Section 1.—The Association shall have Five (5) classes of Membership, viz: Active, Associate, Honorary, Contributing, and Life Members.

Section 2.—ACTIVE MEMBERS shall be persons who are actively engaged in laying out or supervising work of construction and maintenance of Highways and Streets, and those directly interested in Highway Development. Active Members shall be elected in accordance with the By-Laws of the Association.

Section 3. — ASSOCIATE MEMBERS shall consist of Societies or other organizations interested in the objects of the Association.

Section 4. — HONORARY MEMBERS shall be those who have performed distinguished service in the course of Highway extension and improvement. They shall be nominated by the Directorate.

Section 5. — CONTRIBUTING MEMBERS shall be individuals or bodies who contribute one hundred dollars per annum.

Section 6.—LIFE MEMBERS shall consist of active or associate members making a payment of five hundred dollars (\$500.00), upon their election to Membership.

Section 7.—Only Active Members shall vote or hold office. Those actively engaged in the sale or manufacture of road materials and machinery, etc., shall not be eligible for election as members of the Board of Directors.

ARTICLE V.—OFFICERS AND DIRECTORATE.

Section 1.—The Officers and Directors of the Association shall be elected from its active membership and shall consist of an Honorary President, President, 1st Vice-President, 2nd Vice-President, and Secretary-Treasurer, and fifteen

other Directors, who shall constitute a Board of twenty Directors, from which shall be elected an Executive Committee of three, one of whom shall be the Secretary-Treasurer of the Association.

Section 2.—The Honorary President, President, 1st Vice-President, 2nd Vice-President, Secretary-Treasurer and Directors shall be elected for a period of one year.

Section 3.—All Past Presidents shall form an Honorary Advisory Committee.

ARTICLE VI.—MANAGEMENT.

Section 1.—The general management and control of the affairs, funds and property of the Association shall be vested in the Board of Twenty Directors, who shall have the right to delegate in whole or in part, to the executive or other Committee such of its powers as may be deemed advisable. Such delegated powers may be rescinded by the Board of Directors at any time.

ARTICLE VII.—AMENDMENTS.

Section 1.—An Amendment to this Constitution shall first be proposed by at least five (5) active members and submitted to the Board of Directors, a majority of which shall approve same before the amendment, with letter ballot, is sent to the Active Members of the Association.

Section 2.—Amendments may be adopted only at any regular or special meeting of the Association, provided that a notice of such meeting, including the proposed amendment and a letter ballot shall have been sent to each member of the Association thirty days (30) before said

meeting. An affirmative vote of three-fourths of all ballots cast shall be necessary for the adoption of any amendment.

Section 3.—Amendments submitted by the Board of Directors may be approved by a majority vote at any regular or special meeting of members of the Association.

CANADIAN GOOD ROADS ASSOCIATION

BY-LAWS

ARTICLE I.—MEETINGS AND CONVENTIONS.

Section 1.—The Annual General Meeting of the Association for the election of Officers and the transaction of business shall be held on a date, during the month of January, February or March in each year, or at any other period of the year the Directorate may find more suitable.

Section 2.—Notice of the time and place of holding it shall be sent to each member twenty (20) days prior thereto.

Section 3.—Conventions of the Association for the reading and discussion of papers, social intercourse and reports of Committees, shall be held at such times and places as the Executive Committee may decide.

Section 4.—Meetings other than the Annual General Meeting may be called at the discretion of the Board of Direct-

ors, or at the request of thirty Active Members, stating the objects of such request. A notice of the time and place of such meeting, and the purport thereof shall be sent to each member twenty days prior thereto.

Section 5.—At all General, Special, or other Meetings of the Association, fifteen Active Members shall constitute a quorum.

ARTICLE II.—ELECTIONS.

Section 1.—Election of Officers and Directors shall be as follows:—Six weeks prior to the Annual Meeting a Nominating Committee of five (5) shall be appointed by the President of the Association, and this Committee shall submit to the Secretary within two weeks the names of three candidates for each office to be filled. Letter ballots shall then be sent by the Secretary to each Active Member at least thirty (30) days prior to the date of the Annual Meeting, stating the hour at which the polls will close. The ballots shall be returned to the Secretary enclosed in two envelopes, the inner one to be blank, and the outer one endorsed with the signature of the Active Member voting. Two scrutineers shall be appointed by the President, and the result of the ballot shall be announced at the Annual Meeting. The candidate having the largest number of legal votes by letter ballot shall be declared elected. In the case of failure to elect an Officer on account of a tie vote, the President shall cast the deciding vote.

Section 2.—Section 1 may be superseded as follows: at the discretion of the Board of Directors. The President may nominate at any session of the Annual

Meeting a Committee whose duty it shall be to select the officers and Directors of the Association and upon a majority vote of the members in Annual Meeting assembled such officers and directors shall constitute the directorate for the ensuing year.

ARTICLE III.—DUTIES OF OFFICERS.

Section 1.—The President shall be the executive head of the Association and shall preside at all meetings of the Association. He shall also be Chairman of the Executive Committee..

Section 2.—The 1st Vice-President shall in the absence of the President, preside at the meetings of the Association and during the disability of the President, shall perform the duties of the President.

Section 3.—The 2nd Vice-President shall in the absence of the President and 1st Vice-President preside at the meetings of the Association, and perform the duties of the President.

Section 4.—The Secretary-Treasurer shall notify each Member of his election, and shall furnish him with a copy of the Constitution and By-Laws. He shall attend all meetings of the Association and shall keep a true record of all the proceedings. He shall also keep and have charge of the books, and shall perform such other duties as may be directed by the Directors of the Association, and paid such salary for his services as shall be fixed by the Board of Directors. He shall receive all moneys of the Association and deposit the same in the name of the Association in such depositories as shall be approved by the Board of Directors. He shall keep regular accounts and submit statements

whenever so desired by the Board of Directors at their meetings, He shall also prepare and submit at the annual general meeting a complete audited financial statement.

ARTICLE IV.—ELECTION OF MEMBERS.

Section 1.—Applications for Membership shall be made on forms provided by the Association and endorsed by one Active Member, and shall be acted upon by the Executive Committee. Upon the approval of the Executive Committee and payment of the required dues, the applicant shall become a member.

ARTICLE V.—QUORUM.

Section 1.—A quorum of the Association shall consist of fifteen members who shall be present in person.

Section 2.—A quorum of the Board of Directors shall consist of five members who shall be present in person.

Section 3.—A quorum of the Executive Committee shall consist of a majority of its members.

ARTICLE VI.—DUES.

Section 1.—The annual dues for Active Members of the Association shall be two dollars (\$2.00), payable in advance.

Section 2.—The annual dues for Associate Members shall be ten dollars (\$10.00) payable in advance.

Section 3.—The annual dues for Contributing Members shall be one hundred dollars (\$100.00), payable in advance.

Section 4.—Dues shall be due and payable April 1st of each year.

Section 5.—Neglect to pay dues for six months after notification by the Secretary-Treasurer, shall be sufficient cause for the removal of member's name from the roll by the Executive Committee, without further notice.

ARTICLE VII.—CONGRESSES.

Section 1.—If it shall be deemed expedient to hold a Congress of road builders in connection with any of its Conventions, no action that such Congress may take shall be binding upon the "Canadian Good Roads Association", except the Association shall vote to be so bound.

ARTICLE VIII —CHEQUES, ETC., HOW TO BE SIGNED.

Section 1 —All cheques, promissory-notes, contracts, certificates of Membership, etc., shall bear the signature of either the President or a Vice-President, and shall in every case be countresigned by the Secretary-Treasurer, or in his absence, by another Director.

ARTICLE IX.—VACANCIES.

Section 1.—If a vacancy occur in any office or in the Board of Directors, such vacancy shall be filled by a majority vote at a Meeting of the Board of Directors.

ARTICLE X.—DISCIPLINE.

Section 1.—The Board of Directors may suspend or expel any Member for conduct which in its judgment warrants such punishment.

ARTICLE XI.—VOTING.

Section 1.—Each Active Member of the Association in good standing and not in arrears of his subscription, shall be entitled to cast one vote, for each candidate, and a majority of the votes so cast shall be necessary for a choice.

Section 2.—Any new Active Member who shall pay in his subscription previous to or at the annual meeting shall be entitled to a vote.

ARTICLE XII.—AMENDMENT TO BY-LAWS.

Section 1.—These By-Laws may be amended, revised or changed by the Board of Directors, subject to the approval of the voting membership at its next regular meeting. Emergency changes may be made temporarily effective by the consent of the majority of all the Members of the Board, but such changes shall only be effective until the next meeting of the Association, when it shall be voted upon by the Association.

ARTICLE XIII.—FISCAL YEAR.

Section 1.—The fiscal year of the Association shall be from April 1st to March 31st next proceeding.

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