

Structure, Tower & Antenna Council
Governance Policy

April, 2019



**Structure, Tower &
Antenna Council**
**Conseil des structures,
pylônes et antennes**



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STAC Governance Policy

ARTICLE I: NAME

The council shall be known as the “Structure, Tower & Antenna Council.”

ARTICLE II: DEFINITIONS

Section 1 General

For the purposes of this Governance Policy, “person” includes a corporation, a subsidiary or division thereof, a partnership, joint venture, an individual or other entity as the context may require; and “good standing” when used with respect to a STAC Member shall mean that such STAC Member, in the determination of the Steering Committee and the Parent Association’s Board of Directors, shall be in compliance with these articles (the “Governance Policy”) the Parent Association’s letters patent (the “Letters Patent”) and supplementary letters patent (the “Supplementary Letters Patent”) and the bylaws, rules and regulations of the Parent Association then in force including, without limitation, the obligation to pay membership dues.

Section 2 Definition of Terms

Alternate STAC Representative means the individual person who serves as the Council’s secondary point of contact at a Member Organization for issues relating to the organization’s membership, business or practices, unless otherwise delegated to another individual within the organization.

Alternate Steering Committee Representative means the employee of a Steering Committee Company who is permitted to attend Steering Committee Meetings in addition to or in the stead of the Primary Steering Committee Representative, but whose recorded opinion shall be subservient to the Primary Steering Committee Representatives on any Steering Committee matters put to a formal vote.

Annual Conference means the conference and exhibition hosted by the Council each year.

Annual Meeting/Annual Meeting of Members means a meeting held regularly each year which: (a) occurs within 60 days of the start of a new membership year; (b) is open to all members of the Council to attend either in-person or via remote connection; and (c) is the primary meeting at which major updates to the Council’s governance and/or governance structure shall be determined by and/or announced to the membership.



Applicant Organization means any organization that is in the process of applying to join the Council as a Member Organization.

Application Period means a period of between 30 and 60 calendar days, as established by the Steering Committee, during which Council staff must advertise any Steering Committee vacancies to the membership, and during which Member Organizations can apply to fill Steering Committee vacancies.

Co-Chairs means the two Prime STAC Representatives to two different Steering Committee Companies who are tasked with overseeing the Steering Committee and the Annual Conference and with ensuring that Council activities are consistent with the Council's mandate and Governance Policy.

Committee Lead means an individual tasked with overseeing a specific STAC Committee to ensure its activities are consistent with the committee's and Council's mandates.

Committee Meeting means any duly called meeting of any of the Council's committees, excluding the Steering Committee.

Conference Chair means the individual Co-Chair tasked with overseeing plans relating to an Annual Conference to ensure Annual Conference activities are consistent with the Council's mandate and Governance Policy.

Conference Co-Chair means the two Co-Chairs tasked with overseeing plans relating to an Annual Conference to ensure Annual Conference activities are consistent with the Council's mandate and Governance Policy.

Consensus-Based Decision-Making Approach means a process through which decisions are made by general agreement between all of the parties involved in a discussion, without dissent.

Council means the Structure, Tower & Antenna Council (STAC).

Employee means any person who is employed by or who otherwise represents a STAC Member Organization, including the director(s) or the owner(s) of any such organization, but not including minority shareholders of publicly traded corporations.

Face-to-Face Steering Committee Meeting means any meeting of the Steering Committee at which a quorum of Steering Committee Representatives are in attendance physically (in-person).

Governance Policy Committee means a committee comprised of Steering Committee Representatives that is formed from time to time and tasked with reviewing this Governance Policy and recommending proposed amendments.

Honorary and Reciprocal Member(s) means any non-profit or government department/agency that has had an authorized agent confirm the organization's wish to become an Honorary or



Reciprocal Member for the current membership year, and which has been approved as an Honorary or Reciprocal Member by the Council and the Parent Association.

Manufacturer means any company involved in the manufacturing of communication towers or communication tower components.

Member Organization(s) means any organization that has submitted an application to join the Council for the current membership year, or which has had an authorized agent otherwise confirm the organization's wish to become a member for the current membership year, and which has duly paid all membership dues. *See also STAC Member(s) and Honorary and Reciprocal Member(s).*

Nominating Committee means a committee comprised of Steering Committee Representatives that is tasked with identifying upcoming Steering Committee vacancies and making recommendations to the Steering Committee on how best to fill those vacancies from among the STAC Member Organizations.

Non-Carrier Site Owner means any company that owns wireless telecommunications or transmission tower sites or infrastructure, but which does not provide wireless telecommunications services to the Canadian public.

Officer means those individuals who hold positions of authority on the Steering Committee or the Nominating Committee, and who are tasked with ensuring the activities of those committees are consistent with the Council's mandate and Governance Policy.

Parent Association means the Canadian Wireless Telecommunications Association.

Primary Steering Committee Representative means the individual who is a Prime STAC Representative to a Steering Committee Company, and whose recorded opinion shall take precedence as the company's position on any Steering Committee matters put to a formal vote.

Prime STAC Representative means the individual person who serves as the Council's main point of contact at a Member Organization for issues relating to the organization's membership, business or practices, unless otherwise delegated to another individual within the organization.

Project Team means a collection of STAC Members brought together to discuss a specific subject matter and to complete activities in relation to that subject matter that are consistent with the Council's mandate.

Safety Trainer means any company whose primary function is to provide safety training and who provides training that is pertinent to the wireless telecommunications or transmission tower industries.

Special Meeting means an unscheduled meeting of the Steering Committee that is called to discuss one or more specific subject matters.



STAC Mandate means the collection of objectives the Council is designed to serve as described in the Governance Policy.

STAC Committee(s) means any of the Council's committees, excluding the Steering Committee.

STAC Program Director means the most senior employee of the Parent Association whose position is primarily dedicated to supporting the Council and its activities, including the day-to-day operations of the Council, regardless of formal position title.

STAC Member(s) means one or more organization that has submitted an application to join the Council for the current membership year, or which has had an authorized agent otherwise confirm the organization's wish to become a member for the current membership year, and which has duly paid all membership dues. STAC Member(s) may also refer to one or more Employee of a STAC Member Organization. *See also Honorary and Reciprocal Member(s).*

STAC Membership means membership of the Council and further classified as either an Associate Company or Member Company of the Parent Organization.

STAC Staff means any employee of the Parent Association who is tasked with supporting the Council or one or more of its specific activities.

Steering Committee means the body of representatives from duly selected STAC Member Organizations that is tasked with overseeing the strategic direction of the Council and ensuring that its activities are consistent with the Council's mandate and Governance Policy.

Steering Committee Company/Companies means one or more STAC Member Organization that is duly selected to serve on the Steering Committee.

Steering Committee Representative(s) means those individuals who are designated to serve as either a Primary Steering Committee Representative or an Alternate Steering Committee Representative on behalf of the Steering Committee Companies.

Tower Contractor means any company involved in the construction, erection or maintenance of wireless telecommunications towers or other transmission towers.

Tower Engineering Firm means any company involved in the structural design of wireless telecommunications towers or other transmission towers.

Wireless Carrier means any company involved in the provisioning of wireless telecommunications services to the Canadian public.



ARTICLE III: MANDATE

Council activities shall be designed and executed to serve the Council's three-part mandate, as follows:

- (a) ensure the safety of all personnel involved with communication towers and related industry infrastructure;
- (b) educate the industry on consistent standards, policies and best practices;
- (c) provide a unified voice for the Canadian communications tower industry.

ARTICLE IV: MEMBERSHIP

Section 1 Membership

Membership in the Council shall be limited to organizations directly or indirectly engaged in, or supplying goods, equipment and services to the wireless telecommunications industry or the transmission tower industry and shall consist of one (1) class of members ("STAC Member(s)," "Member Organization" or "Member Organizations").

Members shall be entitled to receive notice of, to attend and to vote, as appropriate, at all Annual Meetings of Members as provided in this governance outline.

Section 2 Condition of Membership

A condition of membership shall be that such membership shall not, in the determination of the Council's Steering Committee (the "Steering Committee") or the Parent Association's Board of Directors, either at the time of application or at any other time, prejudice the best interests of the Council or the Parent Association or of a majority of either entities' Members.

Section 3 Membership Dues

Membership dues for each membership shall be that sum as is fixed by the Parent Association from time to time and in consultation with the Steering Committee. The required membership dues may differ from organization to organization based on the nature of each organization's business and the number of people employed by each organization in the communications and towers industries.



Section 4 Application for Membership

Application for membership shall be made in writing addressed to the Council and the in such form as the Parent Association may from time to time prescribe. Acceptance into membership shall be by majority vote of the Steering Committee Representatives present at any meeting of the Steering Committee, or via electronic vote, and shall be contingent on receiving approval to become an Associate of the Parent Association, as determined by the Parent Association's Board of Directors in accordance with the Parent Association's Bylaws. All applicants approved for membership shall covenant and agree in writing to abide by the Letters Patent, Supplementary Letters Patent, the bylaws, rules and regulations of the Parent Association and the Council's Governance Policy then in force including, without limitation, this Governance Policy.

Applicants must complete all parts of their applications truthfully to the best of their ability, including with regards to any questions related to the nature of the organization's business or the number of people the organization employs in the communications or tower industries for the purposes of establishing membership dues.

Section 5 Withdrawal

Any Member Organization may withdraw from the Council by delivering a written resignation to STAC Staff or staff of the Parent Association. Such Member Organization shall pay all membership dues that are due at the date of resignation.

Section 6 Removal

Any Member Organization may be required to resign by resolution of the Parent Association's Board of Directors following a review that finds that the Member Organization has knowingly violated the bylaws, mandate or values of the Council or the Parent Association.

Similarly, the Steering Committee may draft a resolution requesting that the Parent Association's Board of Directors resolve to remove a Member Organization from the Council following a review that finds that the Member Organization has knowingly violated the bylaws, mandate or values of the Council or the Parent Association. Prior to the adoption of such resolution, the Member Organization affected shall have the right to appear before the Steering Committee and to be heard at a Special Meeting.

Section 7 Honorary and Reciprocal Members

Honorary Membership in the Council shall be limited to non-profit and government organizations engaged in or supplying goods, equipment or services to the wireless telecommunications industry or the transmission tower industry, and shall provide said organizations with certain membership benefits, as defined by the Steering Committee and the Parent Association from time to time. Benefits received from Honorary or Reciprocal Members



shall be limited to ensure they do not create a conflict with regards to the business activities of other Member Organizations.

There shall be no membership dues charged to Honorary Members, though voluntary contributions will be accepted. Honorary Members may also become Reciprocal Members in exchange for the Council's membership in programs or organizations that are pertinent to the Council's mandate and which are administered by the applicant Honorary Member.

ARTICLE V: STAC STEERING COMMITTEE

Section 1 Steering Committee

The strategic direction of the Council shall be managed by a Steering Committee of not less than seven (7) Steering Committee Companies and not more than thirteen (13) Steering Committee Companies, the actual number within such range to be determined by resolution of the Directors, provided that a quorum of Steering Committee Companies remains in office, from time to time, as necessary, to reflect the addition, removal or resignation of any Steering Committee Company.

The number of Steering Committee Companies representing one-half of the total number of Steering Committee Companies determined from time to time as aforesaid shall constitute a quorum. Each Steering Committee Company shall have one (1) vote and any matter shall be decided by a 60% majority of votes cast in respect of that matter unless otherwise specifically required by statute or this Governance Policy.

Section 2 Mandate

In accordance with this Governance Policy and any relevant sections of the Parent Association's Bylaws, the Steering Committee shall:

- (a) establish the overall direction of the Council's strategies, activities and priorities, as necessary;
- (b) establish new STAC committees as appropriate and as approved by a vote of Steering Committee Companies in accordance with Article VIII Section 1 of this Governance Policy;
- (c) assist in the establishment of financial priorities for the Council;
- (d) assist with the planning, development and execution of the Annual Conference, the Annual Meeting, and any other planned STAC events, as necessary;



- (e) review and approve mass communications by STAC Staff to STAC members as appropriate including, but not limited to, STAC Alerts, STAC Bulletins and other urgent safety notifications;
- (f) review and approve STAC educational documents prior to publication including, but not limited to, STAC best practice documents and STAC Talks documents;
- (g) review and approve all images of or relating to tower climbers or tower safety prior to publication in STAC educational documents or promotional materials;
- (h) determine and monitor the organization's products, services and programs, as deemed necessary by Committee Leads and/or STAC Steering Committee Representatives;
- (i) promote the Council to potential or prospective members, government decision-makers and regulators, as appropriate;
- (j) provide advocacy and leadership on industry issues and trends, as determined by Committee Leads, STAC Staff, and/or STAC Steering Committee Representatives;
- (k) ensure that an appropriate number of STAC Member Organizations are elected to serve on the STAC Steering Committee as required by Article V Section 1 of this Governance Policy;
- (l) ensure that an appropriate number of STAC Steering Committee representatives are elected to serve on the Nominating Committee as required by Article VII Section 1 of this Governance Policy;
- (m) Maintain and amend this Governance Policy, as appropriate.

Section 3 Member Roles and Responsibilities

To ensure the Steering Committee is routinely capable of providing the necessary strategic guidance to lead the Council and its activities, each Steering Committee Company shall agree to:

- (a) have a Steering Committee Representative attend at least 50% of all Steering Committee Meetings held within any given three-month period;
- (b) have a Steering Committee Representative attend at least one (1) "Face-to-Face Steering Committee Meeting" per calendar year;
- (c) have a company representative take on an active role in at least one Council project;
- (d) have at least one company representative take on an active role in the development and/or execution of the Annual Conference;



- (e) have a Steering Committee Representative provide a response, within five business days or as specified, to at least 50% of all requests for information or comments from the STAC Program Director or from one or more Steering Committee Co-Chairs, within any given three-month period;
- (f) commit to share internal safety/hazard alerts with the Council, when appropriate.

Section 4 Composition

To ensure that the Steering Committee contains a diverse group of companies and individuals who can represent the perspectives of different segments of the communications tower industry while ensuring Steering Committee decisions reflect the best interests of the industry as a whole, the Steering Committee composition shall include members from each of the following Company Categories, at a minimum:

- (a) Wireless Carriers;
- (b) Tower Contractors;
- (c) Tower Engineering Firms;
- (d) Non-Carrier Site Owner;
- (e) Manufacturer;
- (f) Safety Trainer.

Section 5 Eligibility.

Eligibility for election to the Steering Committee shall be confined to the nominees identified by the Nominating Committee through the application process outlined below.

Member Organizations are eligible to apply to fill vacant Steering Committee Company positions or anticipated vacancies during a formal Application Period for such vacancies as established by the Steering Committee and lasting no less than 30 calendar days and no more than 60 calendar days, and during which time STAC Staff must communicate the vacancy(s) to all Member Organizations through written or electronic means.

Section 6 Application for Steering Committee Positions

Applications to fill Steering Committee positions are to consist of a completed Steering Committee application form, as provided by STAC Staff, addressing each of the following:

- (a) The Company Category(s) under which the Applicant Organization is applying to join the Steering Committee;



- (b) A description of the Applicant Organization's operations and capabilities;
- (c) The number of years during which the Applicant Organization has been a Member of the Council;
- (d) The number of years the Applicant Organization has been in business;
- (e) The approximate number of people employed by the Applicant Organization
- (f) The names and professional profiles (including but not limited to resumes, CVs, LinkedIn profiles, etc ...) of the Applicant Organization's intended Prime STAC Representative and Alternate STAC Representative
- (g) The location of the company's head office.

Section 7 Limitations.

Steering Committee Companies shall be elected to the Steering Committee for a three-year term or until their successors are elected.

Section 8 Vacation of Office.

A Steering Committee Company's position on the Steering Committee shall be automatically vacated:

- (a) upon written resignation delivered to STAC Staff member;
- (b) if the company becomes bankrupt or suspends payment or compounds with its creditors;
- (c) if a resolution is passed at a Special Meeting through an affirmative vote of 85% of all Steering Committee Companies in attendance at the meeting, and in accordance with Article V Section 15 of this Governance Policy;
- (d) if the company does not renew its STAC Membership (either as an Associate Company or Member Company of the Parent Association) or fails to pay the associated fee within 90 days of being issued the renewal invoice; or
- (e) if the company is dissolved.

Provided that if any representative of a Steering Committee Company that vacates the Steering Committee pursuant to this article is also then an Officer of the Council, that Steering Committee Representative shall be deemed to simultaneously vacate such position as Officer; and provided that if any vacancy shall occur for any reason, the Steering Committee may by resolution fill the



vacancy provided that if the Steering Committee elects to do so, the Steering Committee shall fill such vacancy with the nominee of the Nominating Committee.

Section 9 Term.

A Steering Committee Company shall remain in office until either the company's management, as represented by the company CEO or its Prime STAC Representative, resigns the position or until the dissolution or adjournment of the meeting at which his/her successor is elected. Steering Committee Companies are eligible to be elected for successive terms provided that they are otherwise qualified to serve as Steering Committee Companies pursuant hereto.

Section 10 Steering Committee Representatives

Each Steering Committee Company shall be permitted to nominate as many as two (2) Steering Committee Representatives, who shall be entitled to attend Steering Committee Meetings and to cast a vote on behalf of their designated Steering Committee Company at or between those meetings, including by electronic means, when appropriate. Each Steering Committee Company that chooses to nominate more than one Steering Committee Representative shall designate a Primary Steering Committee Representative and an Alternate Steering Committee Representative.

While both the Primary and Alternate Steering Committee Representatives of a single Steering Committee Company will be generally permitted to attend Steering Committee Meetings simultaneously, each Steering Committee Company shall be limited to a single vote on any issues put to a formal vote, unless determined otherwise. Should both Steering Committee Representatives from a single Steering Committee Company cast votes on an issue that only requires the vote of one representative, the vote cast by the Primary Steering Committee Representative shall take precedence.

Alternate Steering Committee Representatives are permitted to attend and to cast votes at Steering Committee Meetings at which the corresponding Primary Steering Committee Representative is absent. Alternate Steering Committee Representative votes, both at Steering Committee Meetings and through electronic means, shall be considered valid unless superseded by a Primary Steering Committee Representative vote.

Each Steering Committee Company is solely responsible for nominating and determining its own Steering Committee Representative(s) and for communicating the nomination of those representative(s) to STAC Staff via the company's Prime STAC Representative or through the office of the company's chief executive officer, president, or chief operating officer. Any proposed change to a Steering Committee Company's Steering Committee Representative(s) will come into effect 15 calendar days after the change is communicated to STAC Staff.



Section 11 Conflicts of Interest

Each Steering Committee Representative shall disclose any real, potential or perceived direct or indirect interest that competes or conflicts with the interests of the Council prior to engaging in any discussions that may affect or relate to those interests as part of their role as a Steering Committee Representative. Steering Committee Representatives shall recuse themselves from voting on any such items, as deemed necessary by the other Steering Committee Representatives or STAC Staff.

Undisclosed conflicts of interests are potential grounds for removal in accordance with Article V Section 8 of this Governance Policy.

Section 12 Representation

To ensure the Steering Committee maintains the necessary expertise to provide effective governance of STAC, the Steering Committee should strive to ensure at all times that each of the following qualifications is represented by at least one Steering Committee Member:

- (a) five years of experience providing fall protection/safety training;
- (b) five years of experience providing structural engineering services to the tower industry;
- (c) five years of experience providing senior-level managerial leadership;
- (d) a voting member of the CSA S37 technical committee;
- (e) a voting member of the CSA Z259 technical committee.

To ensure that the Steering Committee can derive the benefits of including a wide array of perspectives throughout the decision-making process, the Council shall be committed to promoting diversity and inclusion within the Steering Committee. As such, the Nominating Committee and the Steering Committee shall provide equal opportunity to all prospective Steering Committee Companies and Steering Committee Representatives (including but not limited to people of all races, ethnicities, religions, genders, sexual orientations, gender identifications, abilities, incomes, marital statuses, ages geographic locations and philosophies) during the process of selecting Steering Committee Companies.

Section 13 Vacation of Position

Steering Committee Representatives shall retain their position on the Steering Committee until:

- (a) They resign their position on the Steering Committee;



- (b) They are no longer employed by or otherwise associated with the Steering Committee Company;
- (c) The Steering Committee Company removes them as a Steering Committee Representative through written or electronic communication to STAC Staff via the company's Prime STAC Representative or through the office of the company's chief executive officer, president or chief operating officer;
- (d) The expiry of the Steering Committee Company's term on the Steering Committee.

Section 14 Steering Committee Meetings

Steering Committee Meetings shall take place in regular bi-weekly intervals unless otherwise determined by the Steering Committee.

Steering Committee Meetings may be held at any time and place to be determined by the Steering Committee provided that five (5) days notice of such meeting shall be sent in writing other than by mail to each Steering Committee Company. No formal notice shall be necessary if all Steering Committee Members are present at the meeting or waive notice thereof in writing.

Provided that all Steering Committee Companies have consented, a meeting of the Steering Committee or of a committee or sub-committee thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, provided that each participant acknowledges being able to hear each of the other participants, and every person participating in such a meeting by such means is deemed for the purposes of this Governance Policy to be present at that meeting. If a majority of persons participating in a meeting held under the circumstances described in the foregoing sentence are then in Canada, the meeting shall be deemed to have been held in Canada.

The Steering Committee shall hold no less than two Face-to-Face Steering Committee Meetings each fiscal year, during which a quorum of Steering Committee Companies must have representatives attend in-person. The dates and locations of these meetings shall be determined by a vote of Steering Committee Representatives.

Section 15 Special Meetings

One or both of the Council's Co-Chairs or the STAC Program Director may also convene a Special Meeting of Steering Committee Representatives, at any time, to debate and address urgent issues that directly affect the Council, its members or a specific Member Organization. Such meetings will be held remotely, can be called to order with minimal notice, and may commence any time after the designated start time so long as at least 60% of Steering Committee Companies are deemed present. There is no limit to how long a Special Meeting can run.



Special Meetings must only include debate of topics identified in the meeting agenda at the time the meeting was called. Any motions put to a vote during a Special Meeting require the unanimous consent of all Steering Committee Companies in attendance to proceed, excluding any Steering Committee Company or Steering Committee Representative that is deemed to be under a conflict of interest with regards to the specific motion in question.

Any debate or motion that relates to removing a Member Organization or individual from the Council may only be held within the context of a Special Meeting. This includes, but is not limited to, all debates and motions that relate to:

- (a) The removal of a Co-Chair or the Past Chair,
- (b) The removal of a Steering Committee Company from the Steering Committee,
- (c) Any resolution requesting that the Parent Association's Board of Directors formally remove a Member Organization from the Council and/or from the Parent Association,
- (d) Any resolution requesting the removal of one or more member of the STAC Staff, and
- (e) Any accusations of non-compliance with this Governance Policy.

Section 16 Written Resolutions.

A resolution in writing, signed or approved by representatives of at least 60% of the Steering Committee Companies entitled to vote on that resolution at a Steering Committee Meeting, is as valid as if it had been passed at a Steering Committee Meeting.

Section 17 Remuneration.

Steering Committee Companies and their representatives, as such, shall not receive any stated remuneration for their services, but by resolution of the Steering Committee and with prior written approval of the Parent Association, reasonable expenses incurred to attend Steering Committee meetings may be reimbursed for so long as detailed receipts are submitted to the Parent Association and any other details as the Parent Association may deem necessary for audit and accounting purposes.

Section 18 Borrowing.

The Steering Committee may not borrow money upon the credit of the Council or the Parent Association.



ARTICLE VI: OFFICERS

Section 1 Officers.

The officers of the Council (the “Officers”) shall be two co-chairs (the “Co-Chairs”) and one past chair (“the Past Chair”). The two Co-Chair positions must be held by individuals who are Prime STAC Representatives and no two officer positions shall be held by people from the same Steering Committee Company.

Section 2 Co-Chairs.

One or both of the Co-Chairs should be in attendance at all of the Council’s Steering Committee meetings. They shall see that all orders and resolutions of the Steering Committee are carried into effect.

To ensure the continued effective governance of the Steering Committee and other Council activities, each Co-Chair shall agree to fulfill the following additional roles and responsibilities, including:

- (a) to serve as chair at Steering Committee meetings when STAC Staff is unavailable to do so;
- (b) to act as a liaison between the Steering Committee and Council and/or Parent Association staff in relation to the Council’s activities, and in consultation with other Steering Committee Representatives, as necessary and appropriate;
- (c) to ensure that Steering Committee Companies and Steering Committee Representatives are properly informed of matters relevant to the effective governance of the Council and to ensure that sufficient information is provided to enable them to form appropriate judgements as necessary;
- (d) to work with STAC Program Director to develop and finalize agendas for Steering Committee meetings;
- (e) to serve as chair or co-chair at the Annual Conference (“Conference Chair”/“Conference Co-Chair”);
- (f) to represent the Council as spokesperson when available and as required from time to time;
- (g) to assess and make recommendations to the Steering Committee annually regarding the effectiveness of the Steering Committee as a whole;



- (h) to assess the performance of the STAC Program Director annually and to provide input to the Parent Association's President/CEO as requested;
- (i) to carry out any other roles and responsibilities as deemed reasonable by STAC Staff and the Steering Committee, and as necessary for the functional operation of the Council and/or in accordance with the Council's Mandate.

Section 3 Election of Co-Chairs.

The Co-Chairs shall be elected by the Steering Committee from among the Prime STAC Representatives of the Steering Committee Companies at the conclusion of each Annual Meeting. Any nominee for the office of Co-Chair shall not vote in respect of his or her election. The Co-Chairs shall be elected for a term of one (1) year or until a successor is elected. One or both Co-Chairs may serve for successive terms of office. A vacancy occurring from time to time in such office may be filled by the Steering Committee from among the Prime STAC Representatives of the Steering Committee Companies

Any person seeking the nomination of a Co-Chair position must be "present" at the Steering Committee Meeting during which elections will be held, as determined in Article V Section 14.

Elections for Co-Chair positions will be conducted by secret ballot at the conclusion of each Annual Meeting. Prior to the distribution of ballots, the STAC Program Director will identify the candidates for available Co-Chair positions by:

- (1) Inquiring as to whether the current Co-Chair(s) wish to seek nomination for an additional term; and
- (2) Inquiring as to whether any other Prime STAC Representative of a Steering Committee Company wishes to seek nomination.

Provided that enough candidates seek nomination for all Co-Chair positions, the committee shall vote to elect Co-Chairs for those positions using secret ballots distributed and collected by STAC Staff. Each Primary Steering Committee Representative who is not seeking election as a Co-Chair shall be entitled to submit a number of votes equal to the number of Co-Chair positions. Any Prime STAC Representative of a Steering Committee Company who has been nominated for election to a Co-Chair position may still cast vote(s) so long as they withdraw from consideration prior to the distribution of ballots.

Prime STAC Representatives who are entitled to vote for the election of Co-Chair position(s) may also coordinate with STAC Staff to cast ballots electronically so long as they are deemed to be "present" at the Steering Committee Meeting, as determined in Article V Section 14 and so long as any such electronic ballots are received by STAC Staff within an appropriate time.



Section 4 Absence of Co-Chairs.

During the absence or disability of the one or both of the Co-Chairs, one (1) of the Prime STAC Representatives to a Steering Committee Company, as selected by the remaining Steering Committee Members, shall assume all the powers and perform all the duties of the office of Co-Chair and shall perform all other acts authorized by the Steering Committee.

Section 5 Co-Chair Qualifications.

For greater certainty, the offices of Co-Chair shall only be occupied by Prime STAC Representatives to Steering Committee Companies as nominated by the Steering Committee.

Any Co-Chair of the Council may be removed from office upon a unanimous vote of the Steering Committee, save for the company the Co-Chair in question represents, and as held at a Special Meeting of the Steering Committee at which a Steering Committee Representative to at least 60% of all Steering Committee Companies is present.

Section 6 Past Chair

The Past Chair shall become qualified for such position upon completion of a term of office as Co-Chair. The Past Chair shall be a voting member of the Nominating Committee, shall provide the Steering Committee and the Co-Chairs with the benefit of their advice when required and shall perform such other duties as the Steering Committee may from time to time require. The Past Chair shall hold such office for a term of one (1) year, provided that if both incumbent Co-Chairs are re-elected, the incumbent Past Chair shall hold such office for a further term of one (1) year and this process shall be repeated, if necessary. Notwithstanding any other provision of this Governance Policy, the person who occupies the offices of Past Chair may also serve as a Steering Committee Representative provided that such person is qualified to become a Steering Committee Representative and is properly nominated pursuant to this Governance Policy.

Section 7 Remuneration.

The officers of the Council shall receive remuneration for their services as the Steering Committee may determine by resolution from time to time, and only with prior written approval of the Parent Association, whereby reasonable expenses may be reimbursed for so long as detailed receipts are submitted to the Parent Association and any other details as the Parent Association may deem necessary for audit compliance and accounting purposes.



ARTICLE VII: NOMINATING COMMITTEE

Section 1 Composition

The Steering Committee shall appoint, at least four (4) months before each Annual Meeting at which Steering Committee Companies are to be elected by the Steering Committee, a nominating committee (the “Nominating Committee”) composed of the Past Chair, and two (2) other Steering Committee Representatives as elected by the Steering Committee. The Past Chair shall chair the Nominating Committee.

Section 2 Roles and Responsibilities

The Nominating Committee shall:

- (a) select and present to the existing Steering Committee, at a Steering Committee Meeting held no less than sixty (60) calendar days before the Annual Meeting, a nominee or nominees for the Steering Committee to be elected by the existing Steering Committee Companies pursuant to Article V Section 1 to:
 - (i) maintain a Steering Committee that consists of a Steering Committee Company drawn from each of the groups of Members described in Article V Section 4;
 - (ii) determine, prior to the next Annual Meeting, which vacancies of Steering Committee Companies will arise and liaise with the various STAC Members from time to time to solicit a nomination for the position of Steering Committee Company in respect of each such vacancy; and
 - (iii) present its recommendation or recommendations in the form of a slate to STAC Staff at least seven (7) calendar days before the ensuing Steering Committee Meeting at which those recommendations will be presented;
 - (iv) present to the Steering Committee all additional valid applications for available Steering Committee Company positions.
- (b) prepare a recommendation to the Steering Committee regarding the fixing of the number of Steering Committee Companies within the range provided for in Article V Section 1 and present this recommendation to the Steering Committee no less than five months prior to each Annual Meeting.

Each of the members of the Nominating Committee shall have one (1) vote on each matter which may properly come before the Nominating Committee. The Nominating Committee shall formally disband following the conclusion of each Annual Meeting.



Section 3 Quorum.

A majority of the members of the Nominating Committee, one (1) of whom shall be the Past Chair shall constitute a quorum of the Nominating Committee.

ARTICLE VIII: STAC COMMITTEES

Section 1 Committees.

The Steering Committee may from time to time appoint committees, or sub-committees, in addition to those required by this Governance Policy, as it deems necessary and as consistent with the STAC Mandate. The Steering Committee may dissolve any committee or sub-committee as it deems necessary.

The Steering Committee shall establish and/or approve the terms of reference of any committee or sub-committee so appointed and shall elect officer(s) to lead any such committee, pursuant with Article V Section 1.

Any Prime STAC Representative or Alternate STAC Representative of any STAC Member Organization may petition the Steering Committee for the launch of a new committee that is consistent with the STAC Mandate. Any such petition must include a draft term of reference for the proposed committee, and must be reviewed by the Steering Committee within 60 calendar days of its submission to STAC Staff.

The Steering Committee shall, from time to time, and at least once each fiscal year, review the performance and operation of each committee so appointed and revise the terms of reference of each such committee as it deems appropriate.

Section 2 Committee Members

The membership of each committee shall be drawn from the employees of STAC Member Organizations, any of whom may request to be registered as a member of one or more committee. Committee membership will not be limited unless specifically stated in a committee's terms of reference.

Section 3 Committee Positions

The Steering Committee shall appoint a "Committee Lead" for each committee prior to the launch of each committee and as vacancies arise thereafter. Each Committee Lead position must be filled by an employee of a STAC Member Organization who has at least five years of experience



working in the tower or telecommunications industry and who is knowledgeable of the subject matter identified in the committee's terms of reference.

Committee Leads shall be elected to terms equal to the lesser of three years or the length of time required to complete the committee mandate. Committee Leads may seek multiple and consecutive terms at their own discretion.

No individual may serve as Committee Lead for more than one committee at any given time.

A Committee Lead shall:

- (a) serve as a liaison between the committee and the STAC Steering Committee, as necessary, to ensure that committee objectives and activities align with the Council's mandate and with objectives established by the Steering Committee from time to time;
- (b) serve as a resource to STAC Staff on subject matter issues, as qualified;
- (c) provide a response, within five business days or as specified, to at least 50% of all requests for information or comments from the STAC Program Director or from one or more Steering Committee Co-Chairs, within any given three-month period;
- (d) work with STAC Staff to schedule committee meetings as deemed necessary or as required by the committee terms of reference;
- (e) make themselves available for a committee meeting within any given five-week period or establish a suitable alternative who could be available within this timeframe, as necessary; and
- (f) fulfill any other functions required of the Committee Lead as described in the committee terms of reference or as determined by the Steering Committee from time to time.

Individual committees may also appoint informal committee positions from within the committee membership as deemed necessary. This may include, but is not limited to, committee sub-leads and project leads. The roles and responsibilities of any such positions will be determined by the Committee Lead and STAC Staff and may be revised from time to time as deemed necessary.

Section 4 Committee Meetings.

Each individual committee shall hold at least one Committee Meeting per calendar year, as well as additional Committee Meetings as deemed necessary by the Committee Lead or STAC staff. Committee members may also petition STAC Staff to schedule a meeting in order to discuss issues relating to STAC's mandate as those issues arise.



Any employee of any STAC Member Organization may be permitted to attend any Committee Meeting, regardless of whether they are formally registered as a member of that committee. STAC Staff maintain the right to eject any attendee from any Committee Meeting at any time and for any purpose, as deemed necessary. Technology permitting, all Committee Meetings shall be accessible via remote connection. Notes from each Committee Meeting shall be distributed to committee members in a timely fashion following each meeting.

Section 5 Quorum

Each Committee Meeting shall require at least three attendees to form a quorum. STAC Staff shall record the name and company of all attendees of each Committee Meeting and shall include the list of attendees in the meeting notes. Attendees who do not wish to be listed as in attendance may choose to remain anonymous during the meeting or may request that their name be removed from the list of attendees.

Section 6 Minutes

Each committee shall approve, at the start of each Committee Meeting, the minutes from the previous meeting of that committee. Companies or individuals that wish to express concerns or request amendments about Committee Meeting notes are required to express these concerns or requests, in writing, to STAC Staff at least seven calendar days before the meeting at which the minutes will be approved.

Section 7 Consensus-Based Decision-Making

Each committee shall adopt a Consensus-Based Decision-Making Approach to all actions and decisions determined during Committee Meetings, unless specifically stated by the committee terms of reference or as determined by the STAC Steering Committee on a case-by-case basis. This includes, but is not limited to:

- (a) launching of new projects and/or project teams and the establishment of each project's initial areas of focus and objectives;
- (b) developing project/activity funding recommendations to be submitted to STAC Staff or the STAC Steering Committee;
- (c) approving draft documents developed by the committee or one of its project teams for submission to the STAC Steering Committee for final review prior to publication.

The STAC Steering Committee maintains the right to overrule any action or decision determined by a STAC Committee, as deemed necessary and as consistent with the STAC Mandate and this Governance Policy.



ARTICLE IX: RULES AND REGULATIONS

The Steering Committee may, from time to time, prescribe such rules and regulations not inconsistent with this Governance Policy relating to the management and operation of the Council as it deems expedient.

ARTICLE X: COMPLIANCE WITH OTHER STATUTES

This Governance Policy shall not relieve any person from complying with all other applicable laws, regulations, or other additional statutes including but not limited to the *Competition Act*, the *Canada Labour Codes*, and provincial construction acts, codes and regulations, as applicable.

The Council, STAC Members and STAC Member Organizations are also bound by the most recent versions of the following policies of the Parent Association during all Council activities:

- (a) CWTA Amended and Restated By-Law
- (b) CWTA Employee Handbook
- (c) CWTA Privacy Policy
- (d) CWTA Competition Act Compliance Policy
- (e) CWTA Workplace Violence Prevention Policy.

This list may not be exhaustive and is subject to change. The content of these policies is also subject to change at the Parent Association's sole discretion or as required by law.

ARTICLE XI: INTERPRETATION

In this Governance Policy the singular shall include the plural and the plural the singular; the masculine shall include the feminine and vice-versa.



ARTICLE XII: NOTICE

Except as otherwise provided herein, or except as the context may otherwise require, any notice (which term includes any communication or document) to be given, sent, delivered or served by the Parent Association, a STAC Member, Steering Committee Representative, Officer, auditor or other person pursuant to the *Canada Corporations Act* (Canada), the Parent Association's Letters Patent, the Parent Association's Supplementary Letters Patent, the Parent Association's bylaws, this Governance Policy, the rules or regulations or otherwise to the Council, a STAC Member, Member Organization, Steering Committee Representative, Officer, auditor or other person shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her recorded address or if mailed to him or her at his or her recorded address by prepaid air or ordinary mail, or if sent to him or her at his or her recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. STAC Staff may change or cause to be changed the recorded address of any STAC Member, Member Organization, Steering Committee Representative, Officer, auditor or other person in accordance with any information believed by him or her to be reliable.

ARTICLE XIII: AMENDMENT OF GOVERNANCE POLICY

Section 1 Amendment

The Governance Policy of the Council may be repealed or amended by resolution as approved by at least 60% of all Steering Committee Companies at a Steering Committee Meeting or at a Special Meeting called for the purpose of considering said Governance Policy, provided that the enactment, repeal or amendment of such Governance Policy shall not be enforced or acted upon until the approval of the Parent Association and/or approval of the Parent Association's Board of Directors has been obtained.

Section 2 Governance Policy Committee

All amendments to this Governance Policy shall originate through a special committee comprised of Steering Committee Representatives that is formed to review the Governance Policy, and which must include one representative from a minimum of 50% plus one of the Steering



Committee Companies (the Governance Policy Committee). This committee shall be formed through a resolution of the Steering Committee, and will be automatically disbanded following the completion of each Governance Policy review. A minimum of 50% plus one of all committee members is required to form a quorum at each meeting of the Governance Policy Committee.

Section 3 Amendment Process

Any proposed amendments to this Governance Policy shall be presented to STAC Member(s) in advance of a consultation period lasting no less than 30 calendar days. Members of the Governance Policy Committee shall then review each comment received prior to presenting any final proposed amendments to the Steering Committee, and may re-circulate any changes to STAC Member(s) for additional comments, as deemed necessary. The Governance Policy Committee shall provide Steering Committee Representatives with an additional 30 calendar days to review any proposed amendments prior to requesting a vote on the proposed amendments, following the last change to any of the proposed amendments. The Parent Association will be required to review any and all amendments to the Governance Policy within 30 calendar days and provide notice of approval in writing to the STAC Program Director. In some instances the Parent Association at its own discretion may require that approval from its Board of Directors be obtained before any amendments are enforced.