



CONSTRUCTION SAFETY ASSOCIATION OF ONTARIO

NOTICE OF SPECIAL MEETING OF MEMBERS

The membership of the Construction Safety Association of Ontario (CSAO) consists of voting members comprised of:

- (a) all employers within the meaning of the Workplace Safety & Insurance Act, 1997 who:
 - (i) are registered by the Workplace Safety & Insurance Board (WSIB) in one or more of those rate numbers representing the construction industry; and
 - (ii) have an active payroll within the WSIB's construction classifications in the current fiscal year and pay WSIB assessments in these classifications;
- (b) Directors of the CSAO; and
- (c) Members of Standing Provincial, Regional and Trade/Sector Labour-Management Health and Safety Committees established in accordance with the CSAO's By-Laws.

Take notice that a Special Meeting (the **"Meeting"**) of the members (the **"Members"**) of Construction Safety Association of Ontario (**"CSAO"**) will be held at the offices of the Construction Safety Association of Ontario, 21 Voyager Court South, Toronto (Etobicoke), Ontario on the 2nd day of December, 2009 at the hour of 09:30 in the morning local time.

Background

The workplace and workplace-related accident prevention system in Ontario is being restructured under the guidance of the Workplace Safety & Insurance Board (the **"WSIB"**) to enhance the delivery of health and safety services to all regions and businesses in the province of Ontario. The WSIB has designed and is in the process of implementing an integrated prevention system delivery model to ensure that the system responds to changing workplace and workplace-related safety needs in a flexible and proactive way.

The integrated prevention system will be a more streamlined and focused prevention system with fewer Health and Safety Associations (**"HSAs"**). In order to remain eligible for funding from the WSIB (which is the primary source of funding for HSAs and without which HSAs would not be viable), the HSAs must combine and amalgamate into several consolidated prevention services risk groups.

CSAO has been selected to amalgamate (the **"Amalgamation"**) with Electrical & Utilities Safety Association of Ontario (**"E&USA"**), Transportation Health & Safety Association of Ontario (**"THSAO"**) and Infrastructure Health and Safety Association (**"IHSA"**) (collectively, the **"Amalgamating Corporations"**) and continue as one corporation which will continue to service the construction-, electrical-, utilities- and transportation-related sectors across Ontario with their workplace and workplace-related safety needs.

Accordingly, CSAO's Executive Council, on behalf of the Board of Directors of CSAO (the **"Board"**), has authorized and approved the Amalgamation substantially upon the terms and conditions set out in an amalgamation agreement (the **"Amalgamation Agreement"**) between the Amalgamating Corporations, pursuant to which the Amalgamating Corporations will amalgamate and continue as one corporation under the name Infrastructure Health and Safety Association (**"Amalgamated IHSA"**) and Amalgamated IHSA shall possess all the property, rights, privileges and franchises, and is subject to all liabilities, contracts, disabilities and debts, of each of the Amalgamating Corporations, pursuant to the Corporations Act (Ontario) (the **"Act"**).

Pursuant to the Act, CSAO's Executive Council, on behalf of the Board, has called the Meeting for the purpose of, among other things, having the Members authorize and approve the Amalgamation substantially upon the terms and conditions set out in the Amalgamation Agreement and submitting the Amalgamation Agreement to the Members for their consideration for adoption by at least two-thirds of the votes cast at the Meeting.

Meeting Purposes

The Meeting shall be held for the following purposes:

1. to consider and, if deemed appropriate, to pass, with or without variation, resolutions (the “**Amalgamation Resolutions**”) to, among other things, authorize and approve the Amalgamation substantially upon the terms and conditions set out in the Amalgamation Agreement and adopt the Amalgamation Agreement by at least two-thirds of the votes cast at the Meeting;
2. to approve, ratify, sanction and confirm all acts, contracts, appointments, elections, payments made and proceedings of the Board or Members done or performed prior to the date hereof, whether or not evidenced in the minute books or books of account of CSAO, which acts, contracts, appointments, elections, payments made and proceedings were purported to have been done, executed or made under the authority of an officer of CSAO, the Board or the Members, as applicable; and
3. to conduct any such other business as may properly come before the Special Meeting or any postponement or adjournment thereof.

General Information

Copies of the Amalgamation Resolutions and the Amalgamation Agreement (collectively, the “**Amalgamation Documents**”) shall be made available for review prior to the Meeting on CSAO’s website at www.csao.org and at the Meeting.

A Member may attend the Meeting in person or be represented by proxy. Members who are unable to attend the Meeting or any postponement or adjournment thereof in person may date, execute and return the enclosed form of proxy, or such other form of proxy, for use at the Meeting or any postponement or adjournment thereof. To be effective, a proxy must be mailed so as to reach, or be deposited with, CSAO’s Executive Vice-President and General Manager, at 21 Voyager Court South, Toronto (Etobicoke), Ontario, M9W 5M7, **not later than Friday, November 27, 2009**. However, the Chair of the Meeting may accept the deposit of a proxy with the Chair prior to the commencement of the Meeting or any postponement or adjournment thereof.

In the event of a strike, lockout or other work stoppage involving postal employees, a proxy may be delivered by facsimile (416) 674-8967 to CSAO’s Executive Vice-President and General Manager, at 21 Voyager Court South, Toronto (Etobicoke), Ontario, M9W 5M7, **not later than Friday, November 27, 2009**.

Dated at Toronto (Etobicoke), Ontario the 29th day of October 2009 by order of CSAO’s Executive Council, on behalf of the Board of Directors of CSAO.



R. D. (Roy) O’Rourke

Executive Vice-President and General Manager

To obtain a form of proxy, contact CSAO c/o bevar@csao.org.