



MEMORANDUM

TO: Workplace Safety North's Member Firms

FROM: Workplace Safety North's Board of Directors

DATE: August 13, 2026

RE: Proposed Amendments to WSN's By-Laws

Following a review by the Governance and Strategic Planning Committee and the Board of Directors of Workplace Safety North (WSN), the Board recommends approval of amendments to WSN's By-laws. The revised By-laws were developed with Board approval on March 26, 2026.

Summary of Changes

A comprehensive draft of the revised WSN By-laws has been made available for Member review and approval. These documents were posted on the AGM section on the WSN website on August 21, 2026, and will be included in the Annual General Meeting package to be distributed on October 8, 2026.

Workplace Safety North Proposed Revision to WSN's By-Law No. 1

Article	Existing By-law	Proposed Addition	Methodology
1.01.12-13	N/A	.12 "Elected Director" means a Director elected in accordance with Section 3.02; .13 "Ex-Officio Director" means a Director appointed in accordance with Section 3.03;	Providing clarify. "Elected" has been added to Directors throughout the document (excluding Ex-Officio).

3.01 – Board Composition	The number of Directors within the minimum and maximum numbers provided for in the articles of restatement, shall be twelve (12) elected in accordance with Section 5.00	Changed to the number of Directors within the minimum of twelve (12) and maximum number of eighteen (18) provided for in the articles of restatement, shall be twelve to eighteen (12–18)	Amend Article 3.01 to change the Board composition from a fixed number of twelve (12) Directors to a range of twelve (12) to eighteen (18) Directors. Aligns with SDE 2024.
3.03 – Ex-Officio Directors	There shall be no Ex-Officio Directors.	Change from “no” to “ one ” Ex-Officio Directors, refer to the CEO as an ex-officio Director.	Change the number of Ex-Officio Directors from none to one and designate the CEO as an Ex-Officio Director.
3.05.03 – Board Representation and Expertise	Those individuals that have experience in one or more of the following areas such as: • financial accounting • legal • human resources • information technology • serving on not for profit boards • government relations • occupational health and safety • public relations	Change experience to: • financial/resource management controllershship/accounting; • law; • risk management; • corporate governance; • occupational health and safety knowledge; • strategic/operational planning • active OMR volunteer; • occupational hygienist, physician, healthcare professionals.	Broaden the competency matrix and better align with prevention mandate (SDE 2024).

3.10 – Board Quorum	Greater than fifty-one percent (51%) of the Directors	A quorum for the transaction of business at meetings of the Board shall be the next whole number that is equal to fifty- percent (50%) of the Directors of the properly constituted Board.	Quorum is determined from the number of Directors actually comprising the Board at the relevant time, rather than applying a fixed “greater than 51%” threshold. This also clarifies rounding: any fractional result is rounded up to the next whole Director.
3.15 – Board Voting	Motions arising at any meeting of the Board shall be decided by a majority of the votes cast by Directors who are present at such meeting. Each Director shall have one (1) vote.	Motions are decided by a majority of votes cast by Elected Directors present; each Elected Director has one vote; Ex-Officio Directors may not vote.	Clarifies voting rights and maintain elected-member control of Board decisions.
6.01.04.02 – Voting Entitlement	in the case of each Stakeholder, exercise one vote by the individual representing the management; and one vote by the individual representing non-management workers;	in the case of Stakeholders, exercise one vote by each individual representing the Stakeholder pursuant to section 6.02 at Members’ meetings.	Clarifies that each Stakeholder may designate up to two representatives and that voting is one vote for the management representative and one vote for the non-management worker representative. Directors continue to have one vote.
6.03–6.18 – Membership Section Numbering	N/A	Sections were numbered 6.02 onward.	Administrative renumbering to preserve sequential section references.