



BY-LAW NO. 3

being the General By-law of

ASSOCIATION OF CONDOMINIUM MANAGERS OF ONTARIO
(the "Association")

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SECTION 1 - GENERAL

1.01 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (a) "Act" means the *Corporations Act*, R.S.O. 1990, chap. C.38 as from time to time amended and every statute that may be substituted therefor and with such substitution, any references in the By-law of the Association to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- (b) "Board" means the board of directors of the Association and "director" means a member of the Board;
- (c) "By-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;
- (d) ... "CMRAO" means the Condominium Management Regulatory Authority of Ontario;
- (e) "Code of Ethics" means the Code of Ethics of the Association, including the Code of Professional Ethics, Associate Code of Ethics and Code of Corporate Ethics as from time to time amended by the Board and to which members are subject;
- (f) "in good standing" means a member not in arrears in payment of any membership fees or dues and whose membership has not been suspended under this By-law;

- (g) “Letters Patent” means the Letters Patent and any Supplementary Letters Patent of the Association;
- (h) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and with such substitution, any references in the By-law of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (i) “Special Resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Association duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting;
- (j) “Voting Member” means a Designate Member (as defined in section 2.02 of this By-law) in good standing (as defined in sub-par. (e) above) of the Corporation and eligible to vote in accordance with this By-law.

1.02 Interpretation

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) all terms contained in the By-law of the Association and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- (b) words importing the singular number only shall include the plural and vice versa; words in one gender shall include all genders; and the word “person” shall include corporations, partnerships, syndicates, trusts and any number or aggregate of persons;
- (c) the headings used in the By-law are inserted for reference only and are not to be considered or in construing the terms or provisions thereof or to be deemed to clarify, modify or explain the effect of any such terms or provisions.

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.03 Seal

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Association, or his designate, shall be the custodian of the corporate seal.

1.04 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Association must be signed by any two (2) of its officers or directors subject to : the Board may from time to time direct how and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.

1.05 Financial Year

The financial year of the Corporation shall terminate on such date in each year as the directors may from time to time by resolution determine.

1.06 Dissolution

It is specifically provided that in the event of the dissolution or winding-up of the Association, the Association's remaining property after payment of all of its debts, claims or other liabilities shall be distributed ratably among the members of the Association whose names appear on the register of members as of the date of dissolution and who are in good standing as of the date of dissolution.

SECTION 2 - MEMBERSHIP

2.01 Membership Conditions

Membership in the Association shall be limited to those persons interested in furthering the objects of the Corporation as contained in the Letters Patent and whose application for admission as a member has received the approval of the Board. The Board may also pass membership policies, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Association of their admission as a member.

2.02 Membership Classes and Voting Rights

There shall be three (3) classes of members in the Association: Designate Members, General Members and Corporate Members.

Designate Members

2.02.1 Subject to the requirements described in section 2.01 above, Designate Membership shall be limited to individuals who are directly employed in the management of condominiums in Ontario and who have successfully completed all criteria for the R.C.M. designation or any other designation established by the Association and all requirements of applicable provincial regulation, if any.

2.02.2 Each Designate Member in good standing shall be entitled to hold office on the Board of the Association and to receive notice of, attend and vote at all meetings of the members of the Association.

General Members

2.02.3 Subject to the requirements described in section 2.01 above, General Membership shall be limited to individuals with an interest in the condominium management profession but who do not qualify for Designate Membership.

2.02.4 General Members shall not be entitled to receive notice of or vote at meetings of the members of the Association, but may attend meetings of members of the Association at the invitation of the Board

Corporate Members

2.02.5 Subject to the requirements described in section 2.01 above, Corporate Membership shall be limited to organizations, corporations, companies, partnerships or firms engaged in the business of the management

of condominiums in Ontario, and meeting any corporate standards as determined by the Board from time to time.

2.02.6 Corporate Members shall not be entitled to receive notice of, attend and vote at meetings of the members of the Association.

2.03 Membership Fees or Dues

There shall be such dues or fees payable by members as shall from time to time be fixed by the Board. The Secretary of the Association shall notify the members of the dues or fees at any time payable by them and, if any are not paid within ninety (90) days of the renewal date as stated on such notice the members in default shall thereupon automatically cease to be members of the Association.

2.04 Obligations of Membership

The members shall:

- (a) abide by the By-law, the applicable Code of Ethics and the written policies of the Association as from time to time in force and effect; and
- (b) pay fees and dues as determined under section 2.03 .

2.05 Discipline of Members

The investigation and consideration of the conduct of any member of the Association and the discipline of any member of the Association shall be conducted in accordance with sections 6.03 and 6.04 of this By-law and any policy relating thereto set by the Board from time to time

2.06 Termination of Membership

The membership of a member in the Association is not transferable and lapses and ceases to exist:

- (a) upon death of the member;
- (b) if the member's term of membership, if any, expires;
- (c) when the member resigns;
- (d) in the case of Designate Members, if the member ceases to hold a designation of the Association or ceases to be in compliance with applicable provincial regulatory requirements, if any;
- (e) in the case of Corporate Members, when written notice is given by the Association to the Corporate Member that it has failed to meet the corporate standards referred to in section 2.02.5 hereof;
- (f) if the Discipline Committee has imposed the penalty of expulsion (and the time for appeal has expired without the member filing a notice of appeal within the time period allowed);
- (g) if the Appeals Committee has imposed the penalty of expulsion; or
- (h) as otherwise provided in this By-law.

SECTION 3 – MEETINGS OF MEMBERS

3.01 Time and Place of Annual Meeting

The annual meeting of the members shall be held on such day in each year and at such time and place as the Board may by resolution determine provided that the annual meeting must be held not more than fifteen (15) months after the holding of the previous annual meeting. On proper notice, the Voting Members may consider and transact any business either special or general at any meeting of the members.

3.02 Annual Meetings

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements, and the report of the auditors shall be presented, the election of directors shall be conducted and auditors appointed for the ensuing year.

3.03 Special General Meetings

Other meetings of the members may be convened by order of the **President** or the Treasurer or by the Board at any date and time and such meetings shall be held at a place as determined by the Board. The Board shall call a special general meeting of members on written requisition of not less than 10% of the Voting Members.

3.04 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be the Voting Members and the auditor of the Association and such other persons entitled or required under any provision of the Act or the By-law of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or by resolution of the Voting Members.

3.05 Notice of Members' Meeting

At least twenty-one (21) days' written notice shall be given in the manner specified in section 9.01 , to each Voting Member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit a Voting Member to form a reasoned judgment on the decision to be taken.

A Voting Member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

No error or omission in giving notice of any annual or special general meeting or any adjourned meeting of the members of the Association shall invalidate any resolution passed or any proceedings taken at any meeting of members.

3.06 Quorum

A quorum at any meeting of the members (unless a greater number of members is required to be present by the Act) shall be the lesser of: (i) fifteen (15%) per cent of the Voting Members present in person or by proxy, and (ii) one hundred and fifty (150) Voting Members present in person or by proxy. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the Voting Members present may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 3.05 regarding notice shall apply to such adjournment.

3.07 Chairperson of the Meeting

The chairperson of any meeting of members shall be the President or, in his absence, the Vice-President. If the President and the Vice-President are absent, the Voting Members present shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the Voting Members present shall choose one of their number to be chairperson.

3.08 Adjournment

The chairperson of any meeting may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.09 Voting of Members

Every question submitted to any meeting of members shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by this By-law. The chairperson of the meeting shall not exercise a vote except in the case of an equality of votes.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Association unless the member is a Voting Member.

At any meeting unless a poll is demanded, a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any Voting Member at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.10 Proxies

Votes at meetings of the members may be given either personally or by a general or limited proxy. Upon a poll, every Voting Member present in person shall have one (1) vote and every person appointed by proxy shall have one (1) vote for each Voting Member represented by such proxyholder.

A proxy shall be executed by the member. A person appointed by proxy must be a Voting Member.

A member who appoints another member as his proxy may do so either by way of a limited proxy or a general proxy. A limited proxy may restrict the matters on which the proxyholder may vote on behalf of

the member, contain a time limit regarding the time during which the proxy shall be effective or contain any other restriction that the member considers to be desirable.

The directors may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent in writing, or by fax transmission or by another form of electronic transmission where there is a record that the proxy has been sent, (“Written or Electronic Proxy”) before the meeting or adjourned meeting to the Association or any agent of the Association for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such rules shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any rules made as aforesaid, in the chairperson’s discretion accept the Written or Electronic Proxy as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such Written or Electronic Proxy accepted by the chairperson of the meeting shall be valid and shall be counted.

SECTION 4 - BOARD OF DIRECTORS

4.01 Duties and Number

The affairs of the Corporation shall be managed by the Board. The number of directors is hereby fixed at twelve (12) directors (to be increased to thirteen (13) for the 2019 election and thereafter). The fixed number may only be increased or decreased by Special Resolution.

4.02 Qualifications

Every director must be a Voting Member.

4.03 Nomination Procedure

4.03.1 The Nominations Committee shall deliver a call for nominations for vacant director positions to all Voting Members at least sixty (60) days before the day of the annual meeting and all nominations shall be lodged with the Secretary of the Association at least thirty (30) days before the day of the annual meeting. Nominations of a candidate for election to the Board, other than those by the Nominations Committee, shall be in the form prescribed by the Board and shall be signed by the nominee and by such other persons as required by the Board. All nominations will be reviewed by the Nominations Committee to ensure nominees meet all qualifications and other criteria as may be established by the Board from time to time. All duly nominated candidates shall be included on the advance ballot for election of directors and on the list of nominations to be delivered to the Voting Members in accordance with section 4.04.1 below.

4.03.2 Nominations may be made from the floor at the annual meeting if the majority of the Voting Members present in person or by proxy agree to the nomination.

4.04 Election

By Advance Ballot or at the Annual Meeting

4.04.1 The notice of the annual meeting of members to be given to each Voting Member at least twenty-one (21) days before the day of the annual meeting of the Association shall include a list of candidates for election as directors and an advance ballot in the form prescribed by the Board. The list of candidates and the advance ballot shall contain the names of the candidates for office proposed by the Nominations Committee and the candidates whose names have been put in nomination under section 4.03.1 . The

advance ballot shall also contain instructions on the procedure for completion and return of ballots. Advance ballots shall be returned to the Secretary at the Head Office of the Association. The ballot shall close at 5 p.m. on the second-to-last business days prior to the annual meeting.

4.04.2 Voting Members who do not vote by advance ballot, may vote for the election of directors at the annual meeting.

Votes

4.04.3 At each election, each Voting Member may cast a vote for each vacant position on the Board, but may not vote more than once for the same candidate. Any advance ballot containing more than the specified number of votes shall be void.

Scrutineers

4.04.4 The Board shall appoint three (3) or more Voting Members who are not candidates for election to the Board to act as scrutineers. The scrutineers shall count the ballots and report to the membership in accordance with the scrutineering procedures prescribed by the Board.

4.05 Term

4.05.1 Directors of the Corporation shall be elected for a term of three (3) years, subject to section 4.05.2 below, and shall retire in rotation.

4.05.2 Pursuant to section 4.07(c) below, an appointment to fill a vacancy on the Board shall only be until the next elections of the Association. At the next election, a director shall be elected to serve the remainder of the unexpired term.

4.05.3 If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

4.06 Vacancies

The office of a director shall automatically be vacated:

- (a) if the director ceases to qualify as a director under section 4.02 ;
- (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be incapable of managing property;
- (d) if the director misses three (3) consecutive meetings of the Board, unless the Board determines by resolution otherwise;
- (e) if the director delivers a written notice of resignation to the Association;
- (f) if at a special meeting of members, a resolution removing the director before the expiration of the director's term is passed by the greater of: (i) twenty-five percent (25%) of the total number of Voting Members of the Corporation, and (ii) two-thirds (2/3) of the Voting Members present in person or by proxy at the special meeting; or

- (g) if the director dies.

4.07 Filling Vacancies

A vacancy in the Board shall be filled as follows:

- (a) if the vacancy occurs because of the removal of any director by the members under section 4.06(f) above, it may be filled upon the vote of a majority of the members present in person or by proxy at the special meeting, failing which it may be filled by the directors then in office (so long as there is a quorum);
- (b) any other vacancy in the Board may be filled by appointment by the directors then in office (so long as there is a quorum), provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any member;
- (c) any such appointments shall be to fill the vacancy only until the next elections of the Association and shall not exceed a period of one (1) year.

4.08 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director, provided that a director may be reimbursed for reasonable expenses incurred by the to perform the director's duties.

SECTION 5 - MEETINGS OF DIRECTORS

5.01 Place of Meeting

Meetings of the Board may be held either at the head office or at any place within Ontario.

5.02 Notice

A meeting of directors may be convened by the President or the Treasurer or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two (2) directors, shall convene a meeting of directors. Notice of any such meeting shall be served in the manner specified in section 9.01 hereof not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place, if delivered or sent other than by mail, and not less than fourteen (14) days before the meeting is to take place, if sent by mail; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

For a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly appointed director to legally constitute the meeting, provided that a quorum of the directors is present.

5.03 First Meeting after Election

The first meeting of the Board following the election of directors by the Voting Members shall be held immediately after the annual meeting, to appoint the officers of the Association for the ensuing year. For such meeting no notice shall be necessary to the directors to legally constitute the meeting, provided that a quorum of the directors is present.

5.04 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

5.05 Adjournment

Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors does not have to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

5.06 Quorum

A majority of directors in office, from time to time, , shall constitute a quorum for meetings of the Board. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

5.07 Voting

Each director may exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. The chairperson of the meeting shall not exercise a vote except in the case of an equality of votes.

5.08 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings.

5.09 Electronic Participation

If all the directors of the Association consent, a meeting of directors may be held by means of such telephonic, electronic or other communication methods as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed present at that meeting.

5.10 Resolution in Lieu of Meeting

A resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of directors, or committees of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

SECTION 6 - COMMITTEES

6.01 Committees

The Board may from time to time appoint any committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to the provisions of the By-law and subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may by majority vote wind up any committee.

6.02 Nominations Committee

The Board shall establish a Nominations Committee at least ninety (90) days prior to the scheduled annual meeting.

Composition

6.02.1 The Nominations Committee shall consist of three (3) Voting Members, at least one (1) of whom shall not be a member of the Board.

Responsibility

6.02.2 The Nominations Committee shall solicit nominations from the Voting Members under section 4.03.1 of this By-law and, where necessary or desirable in the opinion of the Nominations Committee, may nominate eligible person(s) for election to the Board.

In selecting candidates for the Board, the Nominations Committee shall have regard to geographical representation, having not more than two (2) representatives, members or employees from the same Corporate Member on the Board, and such other selection and skills criteria as established by the Board.

6.03 Membership Standards Committee

The Board shall appoint a Membership Standards Committee.

The Membership Standards Committee has discretion to review membership and designation standards, complaints and compliance with Association's Code of Ethics, policies and governing documents and, after investigation, either dismiss complaints, suggest corrective action or refer such issues to the Discipline Committee as appropriate. To the extent possible and to avoid inconsistent findings and multiplicity of proceedings, the Membership Standards Committee may, in its discretion, refer any complaint within the jurisdiction of the CMRAO to that regulatory body for investigation and determination.

The Board shall prepare a policy set from time to time governing the composition, powers and function of said committee as appropriate.

6.04 Discipline Committee and Appeals Committee

The Board shall, as required, establish a Discipline Committee to deal with complaints referred by the Membership Standards Committee and an Appeals Committee to deal with appeals from decisions of the Discipline Committee.

The composition, powers and function of the Discipline and Appeals Committees shall be established by Board policy. The policy is deemed to include that, at a minimum, the member shall be given at least 15 days' notice of a disciplinary action or termination with reasons and that the member may make oral or written submissions to the respective Committees or person with authority to impose or revoke the disciplinary action or termination not less than five days before the disciplinary action or termination of membership becomes effective.

6.05 Executive Committee

The Executive Committee shall include the officers of the Association, and any other person(s) to be appointed by the Board from time to time.

SECTION 7 - OFFICERS

7.01 Appointment

The Board shall annually or more often as required appoint a President, a Vice-President, a Secretary and a Treasurer.

The Board may appoint annually or more often as required such other officers as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

An officer must be a director of the Association. Any person may, in the discretion of the Board, hold one or more offices.

Under section 5.03 hereof, the officers of the Association shall be appointed annually at the first meeting of the Board to be held immediately after the annual meeting.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the officers of the Corporation shall have these duties and powers associated with their positions:

- (a) President – The President shall, when present, preside at all meetings of the Board and of the members. The President shall have such other duties and powers as the Board may specify.
- (c) Vice-President – If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the members. The Vice-President shall have such other duties and powers as the Board may specify.
- (d) Treasurer – The Treasurer, or his designate, shall be responsible for the care and custody of the funds and securities of the Association and shall ensure the keeping of full and

accurate accounts of all assets, liabilities, receipts and disbursements of the Association in books belonging to the Association. The Treasurer or a designate, shall be responsible for the deposit of all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company or, in the case of securities, with such registered dealer in securities as may be designated by the Board. The Treasurer shall have such other duties and powers as the Board may specify.

- (e) Secretary – The Secretary, or his designate, shall attend all meetings of the Board, the members and committees of the Board and act as clerk thereof, record all votes and minutes thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary or a designate shall give or cause to be given notice of all meetings of the members and of the Board. The Secretary, or such other officer or employee as designated by the Secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The Secretary shall have such other duties and powers as the Board may specify.
- (f) Executive Director – The Executive Director, if appointed, shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Association. The Executive Director shall conform to all lawful orders given by the Board of the Association and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Association. The Executive Director is not for the purposes of this By-law or any other purpose a director of the Association.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this By-law, the Board may assign those responsibilities to another officer or employee of the Association.

7.03 Vacancy in Office

Absent a written agreement to the contrary, the Board may remove at any time, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of;

- (a) the officer's resignation, which resignation shall be effective when the written resignation is received by the Secretary of the Association or at the time specified in the resignation, whichever is later;
- (b) the officer's successor being appointed;
- (c) that officer ceasing to be a director if such is a necessary qualification of his appointment;
or
- (d) the officer's death.

If the office of any officer of the Association shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

SECTION 8 - PROTECTION AND INDEMNITY

8.01 For the Protection of Directors and Officers

Except as otherwise provided in the Act or any other legislation or law, no director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

8.02 Director and Officer Indemnity

Every director and officer of the Association and his heirs, executors, administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- (a) all costs, charges, and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding brought, commenced or prosecuted against the director or officer, for or regarding any act, deed, matter or thing whatsoever, made, done or permitted by the director or officer, in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses he sustains or incurs in or about or in relation to the affairs of the Association;

except such costs, charges or expenses as are occasioned by his own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Association.

It is specifically provided that a director or officer seeking to be indemnified must provide prompt notice to the Association regarding the existence of a claim or other potential liability and full disclosure regarding the events giving rise to the claim and if a legal action is involved, such director or officer must give the Association the opportunity to participate in the defence.

SECTION 9 - NOTICES

9.01 Service

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-law to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or fax or electronic mail to any such member or director at his latest address as shown in the records of the Association and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

9.02 Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

9.03 Computation of Time

Where a given number of days' notice or notice extending over a period must be given under the Act, the By-law or Letters Patent, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.04 Proof of Service

With respect to every notice or other document sent by mail it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in section 9.01 hereof and deposited into a Post Office or into a mail box. A certificate of an officer of the Association in office at the time of making the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall bind every member, director, officer or auditor of the Association as the case may be.

SECTION 10 - AUDITORS

10.01 Auditors

Subject to the exemption in section 96.1 of the Act, the members shall at each annual meeting appoint an auditor to hold office until the next annual meeting, provided that if an appointment is not so made, the auditor in office shall continue until a successor is appointed. The directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the directors. The members may by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

SECTION 11 - AMENDMENT OF BY-LAW

11.01 By-law

The Board may not enact, amend or repeal any by-law that regulate the activities or affairs of the Association without having the by-law, amendment or repeal confirmed by the members. The by-law, amendment or repeal is only effective on the confirmation by a majority (unless a greater number of votes is required under the Act for the specific by-law) of the votes cast at an annual meeting of members or a special general meeting of members and in the form in which it was confirmed.

SECTION 12 - REPEAL

12.01 Repeal

Upon ratification by the members of the Association of this By-law No. 3, all previous by-Laws of the Association are hereby repealed.