

BY-LAW 1
Revised November 6, 2009

NAME

1. The name of the Corporation shall be **"Canadian Condominium Institute/Institut canadien des condominiums"**. The Corporation may use either the French or English version of the name alone or both names together.

CORPORATE SEAL

2. The seal of the Corporation shall be in such form as shall be prescribed by the National Council of the Corporation and shall bear the words "CANADIAN CONDOMINIUM INSTITUTE/Institut canadien des condominiums".

CLASSES OF MEMBERSHIP

3. There shall be four classes of membership in the Corporation, two of which are personal and two of which are organizational:

Personal Memberships:

- (a) individual;
- (b) professional;

Organizational Memberships:

- (c) condominium corporation; and
- (d) sponsor.

DEFINITIONS

4. In these By-laws, the words
"Chapter" or "chapter" shall mean a division of the Corporation representing a geographic region of Canada as determined by the Corporation.
"condominium corporation" shall be read to include strata or any equivalent corporation registered or incorporated in accordance with the laws of any province or territory of Canada.

"Council" shall mean the National Council of the Corporation.

"Executive Board" shall mean the Executive Board of Directors of the Corporation.

"National" shall mean the Corporation"

QUALIFICATIONS FOR MEMBERSHIP

5. Membership in the Corporation is granted by the individual Chapters of the Corporation and all persons who become members are members of their Chapter and of National. The qualifications for membership in the Corporation are as follows:

Personal Memberships:

(a) individual membership shall be limited to any owner or occupant of a condominium, strata or equivalent corporation and any other person other than a person who would qualify as a professional member, interested in furthering the objects of the corporation;

(b) all members holding designations as professional: accountants, alternate dispute resolution practitioners, appraisers, architects, certified engineering technologists, condominium managers, engineers, insurance agents and/or brokers, land surveyors, lawyers, real estate agents and/or brokers, reserve fund study providers and other such professions as the Executive Board may from time to time determine, and who derive a portion of their income from serving the condominium industry must become professional members;

Organizational Memberships:

(c) condominium corporation membership shall be limited to any condominium, strata or equivalent corporation

- registered or incorporated in accordance with the laws of any province or territory of Canada;
- (d) sponsor membership shall be limited to any trade, commercial, not for profit or governmental entity that is involved in the supply of goods and/or services to the condominium industry.

ADMISSION AND REMOVAL OF MEMBERS

6. Admission as a condominium, professional, individual or sponsor member must be approved by the board of directors of the Chapter to which the person or organization has applied for membership. . A member may withdraw or resign at any time by submitting a written resignation to the Chapter Board of Directors.
7. Any condominium, professional, individual or sponsor member may be removed by a vote of the board of directors of the Chapter of which that person or organization is a member. . A motion for removal requires a positive vote by a majority of the Chapter Directors present at the meeting at which the vote is held. Accredited professional members may only be removed subject to the provisions of articles 33 through 38, following the ethics committee process provided for in articles 78 through 91.
8. Condominium, professional, individual and sponsor memberships are not transferable.

RIGHTS, PRIVILEGES AND DUTIES OF MEMBERS

9. Individual and professional members shall each be entitled to one vote in any matter upon which a vote is taken.
10. Each condominium corporation and sponsor member shall designate one individual as its representative and each individual so designated

shall be entitled to one vote on behalf of the designating organization in any matter upon which a vote is taken.

11. Each condominium corporation and sponsor member may, at the discretion of the Chapter to which it belongs, register an unlimited number of its members, residents or employees at educational, informational and social events of the Corporation and pay the member rate therefor as determined by the Corporation or, with respect to Chapter events, as determined by the Chapter.
12. Each professional member shall be bound to adopt the professional code of ethics.

CONDITIONS OF PROFESSIONAL MEMBERSHIP

13. Professional membership shall be limited to individuals who:
- (a) satisfy the requirements of article 5(b);
 - (b) have attained the age of 21 years;
 - (c) have submitted an application for professional membership in such form as the Executive Board shall prescribe from time to time; and
 - (d) have satisfied such other requirements as may be set from time to time by the Executive Board .

ACCREDITATION OF PROFESSIONAL MEMBERS

- 14A professional member shall be entitled to seek accreditation as an Associate of the Corporation and, if successful, to use the designatory letters "ACCI". Accreditation as a professional member is subject to a professional member's successfully completing a written examination given by the Corporation and otherwise satisfying such criteria as may be specified by the Executive Board from time to time.

15. Application for accreditation shall be made to the Chapter of which the applicant is a professional member in such form as the Executive Board may, from time to time, prescribe.
16. The Executive Board , after giving consideration to the recommendation of the appropriate Chapter, but in its absolute discretion, shall determine whether such candidate otherwise qualifies as an accredited professional member of the Corporation. The Executive Board shall have the right and authority to review the decisions of a Chapter with respect to whether a professional member should have been allowed to write an examination for accreditation, and whether such candidate has successfully completed such examination.
17. The Chapter to whom application is made, but subject to a review by the Executive Board , may appoint examiners for setting and/or giving examinations for accreditation, and such examiners shall receive such remuneration and payment of expenses as the Chapter to whom the application is made, but subject to review by the Executive Board , may, in its discretion, determine.
18. The number of accredited members shall be unlimited.
19. The designation "ACCI" shall not be transferable.
20. The Executive Board shall issue to every accredited member a certificate in such form as may, from time to time, be prescribed by the Executive Board , certifying that such individual is an accredited member of the corporation.
21. A person who is designated as an accredited professional member will retain such designation at the pleasure of the Executive Board and during such period as such person remains a professional

member of the Corporation and pays his or her membership fees thereto.

RECOGNITION AWARDS

22. **Fellowship:** The Executive Board may, from time to time, elevate a current or former accredited professional member to the status of Fellow of the Canadian Condominium Institute and entitle the Fellow to the designatory letters "FCCI". In so doing, the Executive Board shall take into account meritorious service to the condominium industry or to the Canadian Condominium Institute.
23. The Executive Board shall issue to every Fellow a certificate in such form as may from time to time be prescribed by the Executive Board , certifying that such individual is a Fellow. The designation "FCCI" shall not be transferable.
24. **Distinguished Service Award:** The Executive Board may, from time to time, award an individual member or a person affiliated with a condominium corporation or sponsor member the Corporation's Distinguished Service Award and entitle the individual so recognized to use the designation "CCI (Hon's)" for as long as s/he remains a member in good standing of the Corporation. In so doing, the Executive Board shall take into account meritorious service to the condominium industry or to the Corporation. .
25. The Executive Board shall issue to every Distinguished Service Award designate a certificate in such form as may from time to time be prescribed by the Executive Board , certifying that such individual has been presented with the Distinguished Service Award.
26. **Hall of Fame Award:** The Executive Board may, from time to time, induct individual members into the Corporation's Hall of Fame. Individuals so recognized shall be

members in good standing of the Corporation at the time of their nomination, shall have maintained membership in the Corporation for a minimum of ten consecutive years, shall have served the Corporation at both the Chapter and National level, shall have provided meritorious service to the condominium industry and shall have met such other criteria as the Executive Board may from time to time prescribe. Individuals inducted into the Corporation's Hall of Fame shall receive honorary lifetime membership in the Corporation.

27. The Hall of Fame Award may be awarded posthumously to an individual who would otherwise have met the criteria at time of death.
28. The Executive Board shall issue to every person inducted into the Hall of Fame such recognition and in such form as may from time to time be prescribed.

NATIONAL FEE LEVY

29. The Executive Board may, from time to time, by resolution, fix and vary the rates payable annually on all categories and levels of membership. Separately, each Chapter's Board of Directors shall, by resolution, fix and vary the rates payable annually to the Chapter on all categories and levels of membership.
30. Fees are due and payable by the Chapters to the Corporation on the last day of each fiscal quarter.

LAPSE OF MEMBERSHIP

31. If an individual, unaccredited professional, condominium corporation or sponsor member has allowed his, her or its membership to lapse that member may be reinstated at the discretion of the Chapter Board upon rejoining the Corporation as a

member and paying his, her or its current membership fees.

32. If an accredited professional member has allowed his or her membership to lapse, that individual may be reinstated as an accredited professional member upon recommendation by the Chapter Board of Directors and at the discretion of the Executive Board. To be eligible for reinstatement, s/he must rejoin the Corporation as a professional member, and pay his or her current membership fees and all membership fees for the period following the lapse of his or her membership, unless otherwise determined by the Executive Board.

DISCIPLINE OF ACCREDITED PROFESSIONAL MEMBERS

33. If, in the opinion of the Executive Board, and following an investigation conducted in accordance with articles 78 through 91, any accredited professional member is guilty of dishonourable or unprofessional conduct or conduct prejudicial to the welfare of the Corporation, the Executive Board may suspend the member's membership in the Corporation including the member's Chapter for any period not exceeding two years or may remove that person as a member of the Corporation including the member's Chapter.
34. A motion that an accredited professional member be suspended or removed shall be made at a special meeting of the Executive Board of which the member shall receive not less than seven days' notice. The notice shall state the object of the meeting and the grounds upon which the proposal to suspend membership or to remove the member is based.
35. No such member shall be suspended or removed except by

resolution passed by not less than 75% of the members of the Executive Board present and voting at the meeting.

36. No such resolution shall be effective unless the member shall first have had the opportunity to make either oral or written submissions to the Executive Board , either in person or by counsel.
37. An accredited professional member whose membership has been suspended shall not be entitled to exercise any of the rights of membership during the period of suspension, but any such suspension shall be without prejudice to the right of the Executive Board during the period of suspension to remove the member.
38. An application for reinstatement to accredited professional membership from an applicant who has been suspended or expelled by the Executive Board , shall be submitted to the Executive Board for review and such applicant may be reinstated by resolution of the Executive Board .

HEAD OFFICE

39. The head office of the Corporation shall be in the Municipality of Toronto and the Province of Ontario, Canada, at the place therein where the business of the Corporation may from time to time be carried on.
40. The Corporation may establish such other offices elsewhere within Canada as the Executive Board may by resolution deem expedient.

CHAPTERS

41. The Executive Board may authorize the formation, suspension and dissolution of local Chapters of the Corporation and may take such provisions or make such regulations as the Executive Board may deem requisite with respect to such local Chapters.

42. Any Chapter may apply to the Executive Board to establish a satellite Chapter. The Chapter so applying will be responsible for the operation of the satellite and may subsequently apply to the Executive Board to dissolve the satellite.
43. Any new Chapter authorized by the Executive Board shall be subject to a probationary period of not less than one and not more than three years, during which time the Chapter so formed shall have its operation reviewed by the Executive Board annually. The Executive Board , in its absolute discretion may, at any time during the probationary period, assume management of the Chapter or dissolve it, provided that the Board of Directors of the Chapter so affected shall have the right to make such submissions to the Executive Board as it deems necessary to present its case.
44. The Executive Board may suspend any Chapter Board of Directors and assume management of the Chapter or appoint an interim Board of Directors where it has reason to believe the Chapter Board of Directors is mismanaging the affairs of the Chapter or otherwise acting in such a fashion as to bring disrepute to the Corporation. Any Chapter Board so suspended shall have the right to make such submissions to the Executive Board as it deems necessary to present its case. A decision to suspend a Chapter Board of Directors may be appealed to the National Council of the Corporation.
45. The Executive Board may dissolve any Chapter which it deems, in its absolute discretion, not to be viable, provided that the Board of Directors of the Chapter so affected shall have the right to make such submissions to the Executive Board as it deems

necessary to present its case. A decision to dissolve a Chapter may be appealed to the National Council of the Corporation.

46. Notwithstanding articles 44 and 45, any Chapter which is liable to suspension of its Board of Directors or dissolution of the Chapter shall have the opportunity to remedy the defect(s) identified by the Executive Board and shall, during the period in which it is attempting such remedy, make quarterly reports to the Executive Board of Directors.
47. Each Chapter will be governed by the by-laws of the Corporation and by determination of the Executive Board . Each Chapter will be entitled to promulgate Chapter by-laws which are not inconsistent either with the by-laws of the Corporation or with any resolution of the Executive Board . Chapter by-laws shall contain such provisions consistent with the Corporation's by-laws as the Executive Board shall designate. Chapter by-laws shall be passed at a duly constituted meeting of the Board of Directors of the Chapter and need not be approved at a members' meeting unless such approval is required by the Chapter by-laws. Chapter by-laws or any amendment thereto, following passage by the Chapter, will be submitted forthwith to the head office of the Corporation for approval, and shall not be effective until such approval has been given by the Executive Board . In the event of a conflict between the by-laws of a Chapter and the National By-laws, the National By-laws shall have primacy.

NATIONAL COUNCIL

48. The property and business of the corporation shall be managed by a National Council consisting of one voting representative for each Chapter in good standing of the

Corporation (not including any probationary or satellite chapters), of whom a simple majority shall constitute a quorum. Subject to any other provision in this bylaw, each voting representative shall be an individual, shall have attained at least the age of majority in the Province in which the voting representative resides, shall not be of unsound mind or has not been so found by a court in Canada or elsewhere and shall not have the status of a bankrupt. .

49. Probationary and satellite Chapters may appoint an observer to National Council but shall not be entitled to a vote.
50. Chapters the management of which has been assumed by the Executive Board pursuant to article 44 shall have a voting representative appointed by the Executive Board and that person shall exercise all the rights and privileges as if s/he had been appointed by the Chapter.
51. Each Chapter in good standing shall appoint or elect one person as its voting representative to National Council and that person shall serve as such at the pleasure of the Chapter. Each Chapter shall make regulations governing the appointment or election of its voting representative and shall provide the same to the head office of the Corporation. Notwithstanding the Chapter's right to appoint or elect its representative, any person so appointed or elected as a Chapter voting representative and for so long as he/she is a Chapter voting representative:
 - (a) for an individual or professional member, must be and maintain status as a member in good standing of the Corporation; and
 - (b) if a representative of a condominium corporation or sponsor member, such condominium corporation or

sponsor member must be and maintain status as a member in good standing of the Corporation. A Chapter shall not appoint or elect as its voting representative a person who has been designated as its representative by a sponsor member of the Chapter if that sponsor member or a parent or affiliate of that sponsor member has a representative appointed by another Chapter as its voting representative. Chapter voting representatives who are elected to the Executive Board shall cease to be a Chapter voting representative to National Council and shall be replaced on the National Council by their Chapter at the earliest opportunity. The Chapter shall so notify the head office of the Corporation of the name of the replacement Chapter voting representative

52. Each Chapter shall notify the head office of the Corporation of the appointment or election of its voting representative as soon after such appointment or election as is practicable and shall, if such person continues as voting representative from year to year, notify the head office of that continuance as soon after such continuance is confirmed as is practicable.
53. Each Chapter in good standing shall also make regulations or rules governing the removal, resignation or replacement of its voting representative to National Council and shall provide the same to the head office of the Corporation. Any Chapter that has had its voting representative removed, resigned or replaced shall notify the head office of the Corporation of this fact as soon after such removal, resignation or replacement as is practicable.
54. *Meetings of the Council may be held at any time and place to be determined by the Chairperson,*

the President, the Council or any four Chapter voting representatives. Five days notice of any meeting shall be sent in writing or by electronic means to each Chapter voting representative and each Chapter President. A quorum for a meeting of the Council shall be a majority of Chapter voting representatives present in person. No formal notice shall be necessary if a quorum of Chapter voting representatives is present at the meeting and the remaining voting representatives waive notice thereof in writing or by electronic means.

55. The Council shall meet at least twice in each year, in the Spring and in the Fall, to receive the report of the Executive Board of Directors and conduct such other business as may properly come before it.
56. Meetings of the Council may be held at any time and place to be determined by the President, the Council or any four Chapter voting representatives. Five days notice of any meeting shall be sent in writing or by electronic means to each Chapter voting representative and each Chapter President. A quorum for a meeting of the Council shall be a majority of Chapter voting representatives present in person. No formal notice shall be necessary if a quorum of Chapter voting representatives is present at the meeting and the remaining voting representatives waive notice thereof in writing or by electronic means. At all meetings of the Council, every question shall be decided by a majority of the votes cast on the question unless otherwise provided in these by-laws. A meeting of the Council or of a committee of Council may be held by means of telephone or such other communications

facilities as permit all persons participating in the meeting to hear each other, and a Chapter voting representative participating by such means is deemed to be present at the meeting.

57. Chapter representatives shall not receive remuneration for their services as such, but by resolution of Council may be reimbursed for expenses incurred in furtherance of their obligations as representatives. Any Chapter voting representative who is engaged or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done and approved in advance by the National Council, in connection with the administration of the affairs of the Corporation.
58. The National Council may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the National Council at the time of such appointment.
59. The National Council shall have power to authorize expenditures on behalf of the Corporation from time to time. The Council shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

EXECUTIVE BOARD

60. (a) The property and business of the Corporation shall be managed on a day-to-day basis by an Executive Board of not fewer than four (4) and not more than seven (7) persons plus one person appointed Secretary-Treasurer. A majority of members of the Executive Board, including the Secretary-Treasurer shall constitute a

quorum. Each member of the Executive Board of Directors, including the Secretary-Treasurer, shall have one (1) vote.

- (b) The majority of the Executive Board members shall be resident Canadians. All members of the Executive Board shall be at least eighteen (18) years of age.
- (c) Subject to specific determination of National Council, the Executive Board shall exercise all the powers of the National Council.
- (d) Any Executive Board member may be removed by a majority vote of a quorum of the National Council.
61. Meetings of the Executive Board may be held at any time and place to be determined by the Chairperson or the President or any two of the members of the Executive Board provided that, unless sent by mail, forty-eight (48) hours notice of such meeting shall be given in writing or by electronic means to each member of the Executive Board. Notice of any meeting that is sent by mail shall be given not less than three (3) days before the meeting is to take place. No error or omission in giving notice of any meeting of the Executive Board shall invalidate such meeting or make void any proceeding taken thereat and any member of the Executive Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. No formal notice shall be necessary if all members of the Executive Board are present at the meeting or waive notice thereof in writing or by electronic means. At all meetings of the Executive Board or at any committee of the Executive Board, every question shall be decided by the majority of the

votes cast on the question unless otherwise provided in these by-laws. Each member of the Executive Board shall have one vote while a member of the Executive Board. A meeting of the Executive Board or of any committee of the Executive Board may be held by means of telephone or such other communications facilities as permit all persons participating in the meeting to hear each other, and a member of the Executive Board participating by such means is deemed to be present at the meeting.

62. If in any period between annual meetings of the Corporation, an Executive Board member fails to attend three consecutive meetings, such member, as of the termination of the last such missed meeting, will cease to be a member of the Executive Board, unless the Executive Board at such last missed meeting resolves to the contrary.

MEMBERSHIP OF THE EXECUTIVE BOARD

63. The members of the Executive Board shall be a Chairperson, President, Vice President, Secretary-Treasurer and no more than four (4) Directors-at-large. The Chairperson, President, Vice President and Secretary-Treasurer shall become officers of the Corporation. A quorum of all meetings of members of the Executive Board shall be a majority of its members.

64. The Vice President shall also be the President-Elect of the Corporation.

65. (a) The members of the Corporation shall elect Directors at large from the members of the National Council. Each member of the Executive Board with the exception of the Chairperson, President, Vice President and Secretary-

Treasurer shall serve for a two (2) year term and shall be eligible for reelection either as a Director at large or as a Vice President.

(b) The Executive Board shall appoint a member in good standing of the Corporation to be Secretary-Treasurer and this person shall serve at the pleasure of the Executive Board.

(c) The members of the Corporation shall elect an individual as Vice President from the members of the National Council. every two (2) years.

(d) The individual who is elected as the Vice President shall become a member of the Executive Board for a term of six (6) years or until his/her resignation or removal.

(e) The term of office of Vice President, President and Chairperson shall each be two (2) years. The individual who holds the office of Vice President shall be installed as President without other election following the expired term of the President. The individual who holds the office of President shall be installed as Chairperson without other election following the expired term of the Chairperson. The President and Chairperson shall be installed at the first meeting of the Executive Board of Directors following the annual meeting.

(f) In the event that the office of Chairperson becomes vacant, the President shall fill that vacated office for the unexpired term and shall also serve as Chairperson during the term in which he/she is installed. In the event that the office of President becomes vacant, the

Vice President shall fill that vacated office for the unexpired term and shall also serve as President during the term in which he/she is installed. In the event that the office of Vice President becomes vacant, the National Council may, at its discretion, fill that vacated office for only the unexpired term of the Vice President with an individual who is then either currently a member of the National Council or a member at large of the Executive Board of Directors. After the expiry of the term of Vice President, an individual shall be elected by the members as Vice President in accordance with article 64(d) of this Bylaw.

(g) The Executive Board of Directors shall not receive remuneration for their services as such, but by resolution of Council, may be reimbursed for expenses incurred in furtherance of their obligations as members of the Executive Board. Any member of the Executive Board who is engaged or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done and approved in advance by the Executive Board, in connection with the administration of the affairs of the Corporation.

(h) Notwithstanding the other provisions of this Bylaw, for the purposes of the transition of the Executive Board following this amended Bylaw coming into force, the following provisions relating to the terms and offices of the Executive Board elected at the Annual Meeting will apply:

I. the annual meeting at which this amended Bylaw is approved shall be called the "Annual Meeting" and the annual meeting next following the Annual Meeting shall be called the "Next Annual Meeting".

II. the term of the individual who is elected at the Annual Meeting for the office of Chairperson shall be for one year next following the Annual Meeting even though he/she may have been elected at the Annual Meeting for a term of two (2) years.

III. the term of the individual who is elected at the Annual Meeting for the office of President shall be for three (3) years even though he/she may have been elected at the Annual Meeting for a term of two (2) years. This individual shall be installed as the Chairperson without other election following the Next Annual Meeting.

IV. the term of the individual who is elected at the Annual Meeting for the office of Vice President shall be for five (5) years next following the Annual Meeting even though he/she may have been elected at the Annual Meeting for a term of two (2) years. This individual shall be installed as the President without other election following the Next Annual Meeting.

V. one of the individuals who is elected at the Annual Meeting as a Director at large shall be designated by the National Council as the Vice President elect, shall be installed as Vice President without other election following the Next Annual Meeting and shall have a term of seven (7) years next following the Annual

Meeting even though he/she may have been elected at the Annual Meeting for a term of two (2) years.

VI a Vice President shall be elected by the members at the third annual meeting next following the Annual Meeting and the provisions of article 64(d) shall apply.

VII the remaining provisions of this Bylaw shall otherwise apply.

66. Notwithstanding the terms of office provided for in article 64 above and, where applicable, the members of the Executive Board shall continue to hold office until their successors are elected or installed in their stead.

67. The Chairperson shall, when present, preside at all meetings of the Executive Board and the National Council, and at all general meetings of the Corporation.

68. For the purpose of ensuring regional balance on the Executive Board, the National Council shall, by regulation designate regions and assign each Chapter to a region.

69. Subject to the provisions of article 64(h), prior to an annual meeting, a nominating committee, consisting of the Chairperson and not fewer than two (2) past Chairpersons, shall prepare a slate of qualified nominees which it recommends for election for the office of Vice President, if applicable as well as one or more Directors at large, if applicable. In preparing its slate, the nominating committee shall use its best efforts to ensure that the Executive Board represents each of the Regions designated by the National Council under Section 67 above. The slate shall be delivered to the members with the notice of meeting. Nominations will not be accepted from the members in attendance at the meeting.

DUTIES OF OFFICERS/EXECUTIVE BOARD MEMBERS

69. The President shall be the chief executive officer of the corporation. The President shall preside at all meetings of the Corporation, the Executive Board and the National Council in the absence or disability of the Chairperson. The President shall have the general and active management of the business of the corporation and shall see that all orders and resolutions of the Executive Board are carried into effect.

71. The Vice President shall, in the absence or disability of the President, perform all the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon the Vice President by the Executive Board.

72. The Secretary-Treasurer in his/her capacity as Treasurer shall have the custody of the Corporate fund and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Executive Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Executive Board, taking proper vouchers for such disbursements, and shall render to the President and members of the Executive Board at the regular meeting of the Executive Board, or whenever they may require it, an account of all transactions as the Treasurer and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be determined by the Executive Board.

73. The Secretary-Treasurer in his/her capacity as Secretary shall attend all sessions of the Executive Board and National Council and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Executive Board, and shall perform such other duties as may be prescribed by the Executive Board or President. The Secretary shall be the custodian of the seal of the Corporation, which shall be delivered only when authorized by a resolution of the Executive Board to do so and to such person or persons as may be named in the resolution.
74. The other members of the Executive Board shall perform such duties as may be prescribed by the Executive Board or President.

EXECUTIVE DIRECTOR

75. The Executive Board may employ and terminate a person as Executive Director of the Corporation from time to time. The Executive Director need not be a member of the Corporation, and the Executive Board, in its discretion, may delegate the selection of Executive Director to a management company who shall be responsible for the Executive Director's remuneration.
76. The Executive Director shall be the chief operating officer of the Corporation and shall report to the Executive Board. S/he shall co-ordinate the operation of the Corporation's head office, including all staff; co-ordinate the operation of all duly constituted committees of the Executive Board and the National Council; and shall assist the Executive Board in the implementation of any actions,

plans, resolutions or other steps taken by it.

77. The Executive Director shall be an advisor to the Executive Board and shall attend all meetings of the Executive Board except for in-camera meetings but shall not have a vote thereat.

COMMITTEES

78. The Executive Board and the National Council of the Corporation shall have the power, by resolution, to strike standing and ad hoc committees to assist in the operation of the Corporation, determine their remit and terms of reference, and appoint a Chairperson and members to serve thereon.

ETHICS COMMITTEE

79. The Executive Board at such time or times as it determines may appoint one or more ethics committees, each consisting of three (3) members of the Corporation. Such persons shall serve on an ethics committee at the pleasure of the Executive Board. The Chairperson of each ethics committee shall be a member of the Executive Board.
80. An ethics committee, in the following circumstances, may be appointed by the Executive Board to hold a hearing to determine whether the membership of an accredited professional member of the Corporation should be suspended or terminated:
- (a) if the governing body of the accredited professional member's profession has determined that the accredited professional member breached the code of ethics or other rules of conduct of that body and if all appeals from such a finding have been exhausted or if no such appeal has been taken during the period in which an appeal is permitted; or

- (b) if no governing body has jurisdiction in regard to the conduct of the accredited professional member and an ethics committee, subject to the approval of the Executive Board, is of the opinion that the alleged conduct of the accredited professional member, if substantiated, might be sufficiently serious to warrant suspension or termination of the accredited professional member's membership; or
- (c) if, notwithstanding the existence of a governing body of the accredited professional member's profession, an ethics committee, subject to approval of the Executive Board, determines that the alleged conduct of an accredited professional member is sufficiently serious and consideration of such conduct is sufficiently urgent, that a hearing should be held without awaiting the commencement and/or conclusion of action by the accredited professional member's governing body.
81. For the purposes of this by-law, a governing body of an accredited professional member's profession shall by that body that licenses the accredited professional member to carry on his/her profession in the jurisdiction of his/her primary residence and practice of his/her profession.
82. An ethics committee shall not schedule a hearing unless it has mailed to the accredited professional member a brief statement of the alleged conduct, requesting a reply within thirty (30) days of the date of such mailing and until an ethics committee has considered any such reply or until the said thirty (30) day period has passed without a reply.
83. Upon an ethics committee, with the approval of the Executive Board, determining that a hearing should be scheduled, an ethics committee shall advise the accredited professional member by registered mail of the date, time and place of the hearing. Such advice shall be mailed at least fourteen (14) days prior to the hearing date.
84. The hearing shall proceed on the specified date notwithstanding the absence of the accredited professional member. All members of an ethics committee shall constitute a quorum for the hearing, provided that the Chairperson may replace any member of an ethics committee not available for the hearing by another member of the Corporation. If the Chairperson is not available for the hearing, the Executive Board may appoint another member of the Executive Board as Chairperson for the hearing.
85. An ethics committee shall have all the powers of an arbitrator under the laws of the jurisdiction of the accredited professional member's primary residence and practice of his/her profession dealing with arbitration, as amended from time to time. The Chairperson of an ethics committee shall be entitled to adjourn the hearing at any time and from time to time and to conduct the hearing in such manner as the Chairperson may deem proper and without being bound by any rules governing the legal process and shall be entitled to have evidence given to the hearing otherwise than under oath.
86. An ethics committee, in any hearing pursuant to article 79 above, shall accept the findings of the governing body of the accredited professional member's profession and the hearing will be restricted to a determination as to whether the findings of such

- governing body warrant termination or suspension of the accredited professional member's membership. The findings of an ethics committee in any hearing shall not in any manner be considered to be an appeal from the governing body's decision.
87. If a hearing is scheduled pursuant to article 79 above, as the result of a complaint of any person, and if the complainant does not provide material as required by an ethics committee or fails to appear at the hearing, an ethics committee may dismiss the complaint without holding or completing the hearing.
88. Determination by an ethics committee shall require agreement by two of the ethics committee members and approval by the Executive Board . Decisions shall be in writing and signed by at least two of the ethics committee members. The decision may include a dissenting opinion which shall be signed by the dissenting ethics committee member. The decision shall set out the decisions and shall recommend whether the accredited professional member's designation as a professional member or his or her membership should be terminated and, if so, whether the accredited professional member should be entitled to apply for reinstatement and upon such terms, or whether the accredited professional member's membership should be suspended and, if so, for what period and upon what terms.
89. The Executive Board , following consideration of an ethics committee's decision shall determine whether a recommendation by the ethics committee relating to termination or suspension shall be rejected or shall be implemented with or without variation. The Executive Board determination shall be appended to the ethics committee's decision.
90. A copy of the decision, following consideration and determination by the Executive Board , shall be mailed to the accredited professional member.
91. The decision shall be final and binding.
92. In the event of termination or suspension of membership:
- (a) there will be no refund of membership dues paid to the corporation by the accredited professional member; and
 - (b) the accredited professional member shall forthwith deliver to the Corporation the certificate acknowledging the accredited professional member's admission as an accredited professional member of the Corporation and the accredited professional member shall no longer use the designation "ACCI." in any manner or represent himself or herself in any way as an accredited professional member of the Corporation.

INDEMNIFICATION OF DIRECTORS AND OTHERS

- 93 Every member of the Executive Board and of the National Council of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- (a) all costs, charges and expenses whatsoever which such member of the Executive Board or of the National Council or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person or in respect of any act, deed, matter or thing whatsoever,

- made, done or permitted by him or her, in or about the execution of the duties of their office or in respect of any such liability; and
- (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

MEETINGS

94. The annual meeting of the members of the Corporation shall be held at the head office of the Corporation or elsewhere in Canada as the National Council may designate at such time and on such day in each year as the National Council may from time to time determine. 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 members shall elect members of the Executive Board in accordance with this by-law and shall receive a report of the members of the Executive Board. The members of the Corporation may consider and transact any business either special or general at any meeting of members. The National Council shall from time to time appoint, by a resolution of the National Council, officers or other persons to sign all by-laws and other documents requiring the signatures of the Corporation.
- 95 Other meetings of the members of the Corporation may be convened by order of the Chairperson, the President or by the Executive Board at any date and time at the head office of the Corporation or elsewhere in Canada. The Executive Board shall call a special general meeting of members of the

- Corporation on written requisition of fifty (50) members of the Corporation having voting rights.
96. Notice of any annual or special general meeting of members of the Corporation shall be provided to members of the Corporation by any of the following means:
- (a) by mail sent to each member not less than fourteen(14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place.
- (b) by notice published in a regular newsletter of the Corporation which is sent to each member of the Corporation individually. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of such meeting of members must remind the member that the member has the right to vote by proxy. or
- c) by such means and within such time as prescribed by the Canada Corporations Act or any successor legislation governing the Corporation and regulations relating thereto.
97. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members of the Corporation and attendance of any such person at a meeting of members of the Corporation 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.
98. No error or omission in giving notice or any annual or special meeting or any adjourned meeting

of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

99. Fourteen (14) days prior written notice shall be given to each member of any annual or special general meeting of members. Eight (8) members present in person or by telephone or other communications facilities as permit all persons participating in the meeting to hear each other shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote, subject to the provisions of this bylaw. 99. A member may appoint as the member's proxy any person to vote in any annual or special general meeting. Such proxy must be appointed using the form of proxy designated by the Corporation and the properly completed form of proxy must be delivered to the Head Office of the Corporation not less than forty-eight (48) hours prior to the commencement of the annual or special general meeting.

100. At all meetings of the corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by the Canada Corporations Act, any successor legislation governing the Corporation by these by-laws.

FINANCIAL YEAR

101. Unless otherwise ordered by the National Council, the financial year-end of the Corporation shall be June 30.

AMENDMENT OF BY-LAWS

102. The by-laws and any repeal, amendment or re-enactment thereof shall be passed by the Executive Board and confirmed at the next annual meeting of members unless confirmed at a prior general meeting of the

members duly called for that purpose.

AUDITORS

103. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the members of the Executive Board may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Executive Board.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

104. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two of the Chairperson, President, Vice President or Secretary-Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The members of the Executive Board shall have the power from time to time, by resolution, to appoint an officer or officers or other person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing, signed as aforesaid.

RULES AND REGULATIONS

105. The Executive Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only

until the next annual meeting of the members of the Corporation when they may be confirmed and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

NOTICE

106. (a) A notice may be given by the Corporation to a member by serving it personally at, or by sending it by post in a prepaid envelope to, the member's address as shown in the register of members, or by sending it to the facsimile number or electronic address which the member has supplied to the Corporation for the giving of notices.
- (b) Subject to these by-laws a notice may be given by the Corporation to any member of National Council or any member of the Executive Board either by serving it personally at, or by sending it by post in a prepaid envelope to such individual's usual residential or business address, or by sending it to a facsimile number or electronic address which such individual has supplied to the Corporation for the giving of notices.
- (c) Notwithstanding the foregoing, any notice required by these by-laws to be sent by registered mail may only be sent by registered mail and no other form of delivery is acceptable.
107. (a) Where a notice is sent by post, service of the notice is to be taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the

post on the day after the date of its posting.

- (b) Where a notice is sent by facsimile or electronic means of service, the notice is to be taken to be effected on the day after the date it is sent.

108. A reference in this bylaw to a notice in writing includes a notice given by facsimile or electronic means unless such notice is required to be sent by registered mail.

INTERPRETATION

- 109 In this bylaw and in all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number as the case may be, and vice versa, words importing the masculine gender shall include the feminine gender and vice versa, and reference to person shall include firms and corporations.
- 110 Each provision of this bylaw shall be deemed independent and severable and the invalidity or unenforceability in whole or in part of any provision of this bylaw shall not impair or affect in any manner the validity, enforceability or effect of the remaining provisions of this bylaw, and in such event, the other provisions of this By-law shall continue in full force and effect as if such invalid provision of this bylaw had never been included herein.

REPEAL OF BY-LAW 1, DATED JANUARY 1, 2001 AND AS AMENDED

111. National By-law 1, dated January 1, 2001 and as amended, is repealed

Approved at the National Annual General Meeting of the Canadian Condominium Institute on November 6, 2009

Janice Pynn, President

John Peart, Authorized Signing officer

Amendment: S.45 Approved at CCI National AGM, Nov 5, 2010