

## **BY-LAWS (October 2020)**

### **NAME**

1. The name of the Corporation shall be “**Canadian Condominium Institute/Institut canadien des condominiums**” (the “Corporation”). 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, as further described in the Articles of Continuance set out in the Certificate of Continuance dated November 27<sup>th</sup> 2013 as amended from time to time thereafter, and Article 5 herein, two of which are personal and two of which are organizational:

#### **Personal Memberships:**

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

#### **Organizational Memberships:**

- (c) condominium corporation; and
- (d) business partner.

### **DEFINITIONS**

4. In these By-laws, the words:
  - “**Act**” shall mean the Canada Not For Profit Corporations Act”
  - “**ACCI**” shall have the meaning set out in Article 14 of this By-Law;
  - “**Chapter**” or “**chapter**” shall mean a division of the Corporation representing a geographic region of Canada as determined by the Corporation.
  - “**Chapter Board**” shall mean the board of directors of a Chapter.
  - “**Code of Conduct**” shall mean the code of conduct expected of members of the Corporation as determined by the Executive Board from time to time.
  - “**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.
  - “**Designated Member**” shall mean any individual, professional, condominium corporation, or busi-

ness partner member about whom a written complaint has been made and supported by at least five (5) members of the Corporation;

“**Executive Board**” shall mean the Executive Board of Directors of the Corporation.

“**LCCI**” shall have the meaning set out in Article 17 of this By-Law;

“**National**” shall mean the Corporation

“**National Committee**” or “**National Committees**” shall mean a standing committee as established by the National Executive from time to time.

“**National Council**” shall mean the National Council of the Corporation.

“**Supercommittee**” shall mean the committee comprised of the chairs of each of the National Committees.

### **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:*

##### *Individual Members*

- (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;

##### *Professional Members:*

- (b) all members of 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:*

##### *Condominium Corporation Members*

- (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;

##### *Business Partner Members*

- (d) business partner 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 business partner 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.
7. (a) Any member may be removed from membership in the Corporation by a vote of the National Executive, or the Chapter Board to which that person or organization is associated. No such vote shall take place until:
  - (i) a specific written complaint is made, and supported by at least five (5) members of the Corporation, indicating that the actions, activities (including omissions), or positions of

- a member (the “Designated Member”) are contrary to the By-Laws, Code of Ethics, Code of Conduct, policies, procedures, intent, and/or objects of the Corporation;
- (ii) a review of the complaint is conducted by either the National Executive or the Chapter Board (or their designates) and such review shall include the response of the Designated Member to the complaint;
  - (iii) A motion for removal requires a positive vote by a majority of the National Executive or Chapter Board present at the meeting at which the vote is held. If a motion for removal is passed, then the National Executive or Chapter Board shall provide written notification within 14 days to the other party and the Designated Member of the decision along with a copy of the resolution.
8. Condominium, professional, individual and business partner 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 business partner 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 business partner 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 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 majority;
  - (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; and
  - (e) have satisfied such other requirements as may be set from time to time by the professional’s designated licensing body.

### **ACCREDITATION OF PROFESSIONAL MEMBERS – ACCI**

14. Subject to the provisions of paragraph 7 of this bylaw, Professional Members who have been accredited as an Associate of the Corporation (an “ACCI”) shall hold such accreditation only while they are Professional Members of the Corporation in good standing, which includes abiding by the CCI Code of Ethics, and shall be entitled to use the designatory letters “ACCI”.

15. The designation “ACCI” shall not be transferable. No more ACCI accreditations will be given by the Corporation after the date of this bylaw and the accreditation shall be a past accreditation and no new ones issued.
16. For further clarification, a person who has been awarded the designation of ACCI shall retain that designation for so long as that person is a professional member in good standing of the Corporation and abides by the CCI Code of Ethics.

### **DESIGNATION OF MEMBERS – LCCI**

17. Subject to the provisions of paragraph 7 this bylaw Individual or professional members may apply to the chapter that they are a member of and in which they reside or carry on business to be considered for receiving the designation of a Leader of the Canadian Condominium Institute (an “LCCI”).

The chapter shall consider and review the written application of such member to ensure that the relevant qualifications and criteria for an LCCI appear to be met, and the Chapter may then recommend to the Executive Board the granting of the LCCI designation. If the National Executive considers the criteria and qualifications are met by such member, then such member may be designated by the National Executive as a Leader of the Canadian Condominium Institute (an “LCCI”).

Such member shall hold such designation only while they are members of the Corporation in good standing. Such member shall be entitled to use the recognition letters “LCCI”.

18. The designation “LCCI” shall not be transferable. Applications by individual or professional members for the LCCI designation shall be made to a Chapter that such person is a member of and then if appropriate and if the member meets the qualifications and requirements established by the Executive Board such Chapter shall recommend such person to the National Executive for consideration as an LCCI, and the Chapter shall provide such information as required by the National Executive relating to the qualifications and requirements of the National Executive.
19. If so requested by the designated LCCI member, the Executive Board shall issue to the designated member a certificate in such form as may, from time to time, be prescribed by the Executive Board, certifying that such individual is an designated member of the corporation as a LCCI.
20. For further clarification, a person who has been awarded the designation of LCCI shall retain that designation for so long as that person is a member in good standing of the Corporation, abides by the CCI Code of Ethics, have complied with and met the requirements required by the National Executive periodically from time to time showing that such LCCI continues to contribute to CCI and condominium industry and such other requirements as established by the National Executive from time to time.
21. A member that is an ACCI on the date this bylaw is passed shall automatically be granted the designation of a LCCI, without having to apply for the same. Such member may choose to use either or both designations.

### **NATIONAL FEE LEVY**

22. 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 Board shall, by resolution, fix and vary the rates payable annually to the Chapter on all categories and levels of membership.

### **LAPSE OF MEMBERSHIP**

23. If an individual, professional, condominium corporation or business partner 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.
24. If an accredited professional member has allowed his or her membership to lapse unintentionally, that individual may be reinstated as an accredited professional member upon recommendation by the Chapter Board and at the discretion of and upon such terms set by 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.

### **HEAD OFFICE**

25. The head office of the Corporation shall be in the City of Markham and the Province of Ontario, Canada, at the place therein where the business of the Corporation may from time to time be carried on unless these by-laws be amended pursuant to article 91, below.
26. The Corporation may establish such other offices elsewhere within Canada as the Executive Board may by resolution deem expedient.

### **CHAPTERS**

27. The Executive Board may authorize the formation or amalgamation of local Chapters of the Corporation, may suspend or dissolve local Chapters of the Corporation and may make such provisions or regulations as the Executive Board may deem requisite with respect to such local Chapters. Chapters may pass a bylaw that is consistent with the provisions of this bylaw, and failing which then the provisions of this bylaw shall apply to such chapter, mutatis mutandis.
28. 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.
29. 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 to remain a Chapter.
30. The Executive Board may assume management of a Chapter or appoint an interim Chapter Board and in either case for such period of time and upon such terms as the Executive Board should consider appropriate. In addition, the Executive Board may suspend any Chapter Board and assume management of the Chapter or appoint an interim Board of Directors where it has reason to believe the Chapter Board 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 may be appealed to the National Council of the Corporation. Upon such appeal being heard,

the National Council shall present its recommendations to the Executive Board for a confirmation or reconsideration of its decision.

31. The Executive Board may dissolve any Chapter which it deems, in its absolute discretion, not to be viable, provided that the Chapter Board 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 for a final decision.
32. Notwithstanding articles 35 and 36, 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 during a period of time determined 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.
33. 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 Chapter Board 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 except where such primacy may result in breach of the law in the jurisdiction in which the Chapter is located.

#### **NATIONAL COUNCIL**

34. The business of the Corporation shall be monitored by a National Council which shall give advice to the Executive Board. The National Council shall consist 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.
35. Probationary and satellite Chapters may appoint an observer to National Council but shall not be entitled to a vote.
36. Chapters the management of which has been assumed by the Executive Board pursuant to article 35 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.
37. 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 business partner member, such condominium corporation or business partner 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 business partner member of the Chapter if that business partner member or a parent or affiliate of that business partner 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.
38. 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.
39. 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.
40. The National Council shall meet at least twice in each year to receive the report of the Executive Board and conduct such other business as may properly come before it. The National Council shall elect a chair annually from one of its number to hold office until the earlier of his resignation, removal, death or the date that he should cease to be a Chapter voting representative.
41. Meetings of the National Council may be held at any time and place to be determined by the President, the National 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 National 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 National 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 National Council or of a committee of National 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.
42. Chapter representatives shall not receive remuneration for their services as such, but by resolution of National 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.

### **EXECUTIVE BOARD**

43. (a) The property and business of the Corporation shall be managed on a day-to-day basis by an Executive Board, in accordance with the Articles of Continuance, as may be amended from time to time. If a minimum and maximum number of directors is provided for in the articles of continuance, the members may, from time to time by ordinary resolution, fix the number of directors, within that maximum and minimum number, to be on the Executive Board.
- (b) A majority of members of the Executive Board, shall constitute a quorum. Each member of the Executive Board of Directors shall have one (1) vote.
- (c) The majority of the Executive Board members shall be resident Canadians. All members of the Executive Board shall be at least the age of majority.
- (d) Any Executive Board member may be removed by the members in accordance with the Act.
44. 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.
45. If, in any period between annual meetings of the Corporation, an Executive Board member fails to attend three (3) consecutive meetings of the Executive Board, the President of the Corporation will meet with this member to discuss the matter. Following such meeting, the President shall determine whether the members of the Corporation should be advised of this failure of the Executive Board member to attend three (3) consecutive meetings of the Executive Board.

### **MEMBERSHIP OF THE EXECUTIVE BOARD**

46. 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.
47. The Vice President shall also be the President-Elect of the Corporation.
- (a) The members of the Corporation shall elect Directors at Large firstly, from the National Council and the National Executive Board, and at the option of the Nominating Committee, from the membership of the Corporation at large. Each member of the Executive Board shall serve for a two (2) year term and, except for the Chairperson, President and Vice-President, shall be eligible for re-election as either a Director-at-Large or Secretary-Treasurer.



- (b) The members of the Corporation shall elect an individual as Secretary-Treasurer every two (2) years from the candidates proposed by the Nominating Committee.
  - (c) The members of the Corporation shall elect an individual as Vice President every two (2) years from the candidates proposed by the Nominating Committee.
  - (d) The individual who is elected as the Vice President shall become a member of the Executive Board for three (3) consecutive terms of two (2) years each, in accordance with article 53(e) or until s/he is removed or vacates his/her office.
  - (e) The individual who holds the office of Vice President shall be installed as President without other election following the expiration of the term of the sitting President. The individual who holds the office of President shall be installed as Chairperson without other election following the expiration of the term of the Chairperson. The President and Chairperson shall be installed at the first meeting of the Executive Board 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 Director at large of the Executive Board.
  - (g) The Executive Board 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.
48. Notwithstanding the terms of office provided for in article 47 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.
49. The Chairperson shall, when present, preside at all meetings of the Executive Board and (when requested by the National Council) the National Council, and at all general meetings of the Corporation.
50. For the purpose of ensuring regional balance on the Executive Board, the National Council shall develop policies to designate regions and assign each Chapter to a region.
51. There shall be a Nominating Committee created each year consisting of two (2) representatives from National Council, two (2) representatives from the Executive Board and two (2) representatives of the Supercommittee. The representatives from National Council, the Executive Board and the Supercommittee shall be members of, and appointed directly by, the National Council, the Executive Board and the Supercommittee, respectively. The persons from National Council, Executive Board and Supercommittee shall all be different persons, so that there are six (6) persons on the Nominating committee. The Nominating Committee shall nominate candidates from which the members shall vote for members to serve on the Executive Board, for those terms which are set to expire in the year in which the election is to be held. In preparing its nominations, the Nominating Committee shall use its best efforts to ensure that the each member of the Executive Board represents a different Region designated by the National Council under Section 50 above and shall have regard to any member of the Corporation who has, between June 1 and August 1, submitted a request to be nominated by the Nominating Committee for election in that calendar year.

### **DUTIES OF OFFICERS/EXECUTIVE BOARD MEMBERS**

52. 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 (if so requested), 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.
53. 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.
54. 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 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.
55. 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-Treasurer 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-Treasurer 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.
56. The other members of the Executive Board shall perform such duties as may be prescribed by the Executive Board or President.

### ***EXECUTIVE DIRECTOR***

57. The Executive Board may employ, contract with and/or 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.
58. The Executive Director shall be the chief operating officer of the Corporation and shall report to the Executive Board. The Executive Director 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.
59. 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.

### **NATIONAL COMMITTEES**

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

### **INDEMNIFICATION OF DIRECTORS AND OTHERS**

61. 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.
62. The Corporation shall obtain insurance, including directors and officers insurance, in such amount and upon such terms as the Executive Board should determine acceptable.

### **MEETINGS**

63. 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 Executive Board may designate at such time and on such day in each year as the Executive Board 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 Executive Board shall from time to time appoint, by a resolution of the Executive Board, officers or other persons to sign all by-laws and other documents requiring the signatures of the Corporation.
64. 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 in accordance with the Act on written requisition of members of the Corporation who hold at least five (5%) per cent of votes that may be cast at a meeting of members sought to be held.
65. 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 prepaid ordinary mail sent to each member at such member's recorded address not less than twenty-one (21) days, and not more than 60 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 accordance with the Act in a regular newsletter of the Corporation issued between 21 and 60 days prior to the meeting, 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.
  - (c) by telephonic, electronic or other communications facility in accordance with the Act at such person's recorded address for that purpose, not less than twenty-one (21) days and not more than 60 days, prior to the meeting;
66. 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.
67. 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.
68. a) Quorum: 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.
- b) Voting: Each member present at a meeting shall have the right to exercise one vote, subject to the provisions of this bylaw.
- c) Participation Via Electronic Means: If the Corporation chooses to make available a telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting, may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to his section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.
69. At all meetings of the corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by the Act and any successor legislation governing the Corporation by this By-Law.

### **FINANCIAL YEAR**

70. Unless otherwise ordered by the Executive Board, the financial year-end of the Corporation shall be June 30.

### **AMENDMENT OF BY-LAWS**

71. 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.

Subject to the next sentence, the by-law, amendment or repeal is effective from the date of the resolution of the Directors. If the by-law, amendment or repeal is confirmed, or confirmed as amended, by the members it remains effective in the form in which it was confirmed. If a by-law, an amendment or a repeal ceases to have effect, a subsequent resolution of the directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended by the members.

### **PUBLIC ACCOUNTANT**

72. The members shall at each annual meeting appoint a public accountant 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 public accountant shall be fixed by the Executive Board.

### **SIGNATURE AND CERTIFICATION OF DOCUMENTS**

73. 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, Secretary-Treasurer or Executive Director, 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**

74. The Executive Board may prescribe such rules and regulations not inconsistent with this By-Law relating to the management and operation of the Corporation as they deem expedient.

### **NOTICE**

75. 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**

76. 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.

77. Each provision of this By-Law 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 NOVEMBER 2013 AND AS AMENDED**

78. National By-law 1, dated November 2013 and as amended, is repealed.

*Bylaw approved by members at CCI National Annual General Meeting, the \_\_\_\_\_ day of \_\_\_\_\_, 2020.*