

**GENERAL BY-LAW FOR THE GRAND RIVER CHAPTER  
OF THE CANADIAN CONDOMINIUM INSTITUTE**

**BY-LAW NO. 1**

**WHEREAS:** The Grand River Chapter of the Canadian Condominium Institute wishes to create its general by-law to put it into conformity with the national by-law of the Canadian Condominium Institute and to address such other matters as are deemed appropriate;

**THEREFORE BE IT RESOLVED** as a By-law of the Chapter as follows:

Section One: Interpretation  
Section Two: Business of the Chapter  
Section Three: Directors  
Section Four: Officers  
Section Five: Committees  
Section Six: Members  
Section Seven: Meeting of Members  
Section Eight: Miscellaneous Provisions  
Section Nine: Relationship with CCI  
Section Ten: Effective Date

**SECTION ONE: INTERPRETATION**

**1.01 Definitions**

In this by-law and all other by-laws and special and ordinary resolutions of the Chapter, unless the context otherwise requires:

- a) "Accredited" means accredited in accordance to the CCI National By-laws.
- b) "Act" shall mean the *Canada Not-for-Profit Corporations Act* including the Regulations made pursuant to the Act, and any statute or regulation that may be substituted, as amended from time to time.
- c) "Board" means the board of directors of the Chapter and "director" means a member of the board.
- d) "By-laws" means this by-law and all other by-laws of the Chapter from time to time in force and effect.
- e) "CCI" and "National" means the Canadian Condominium Institute.
- f) "Chapter" means the Grand River Chapter of the Canadian Condominium Institute.
- g) "Executive Officers" means the Past-President, President, Vice-President, Secretary and Treasurer of the Chapter.
- h) "Meeting of Members" includes an annual meeting of members and a special meeting of members.

- i) "Member" means a person or organization in good standing as a member of the Chapter in accordance with the provisions of Section 6.01 herein, together with any requirements put in place by the Board from time to time.
- j) "National Council" means the National Council that governs CCI as defined in the by-law of CCI.

#### **1.02 Number and Gender**

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, Chapters, partnerships, trusts and unincorporated organizations.

### **SECTION TWO: BUSINESS OF THE CHAPTER**

#### **2.01 Head Office**

The Head Office of the Chapter shall be within the geographical jurisdiction of the Chapter as established by CCI and at such place therein as the directors may from time to time determine by resolution.

#### **2.02 Execution of Instruments**

The Board may from time to time direct by resolution any two (2) of its officers or directors who may sign on behalf of the Chapter deeds, transfers, assignments, contracts, obligations and other instruments in writing generally or to sign specific deeds, transfers, assignments, contracts, obligations, and other instruments in writing, and instruments in writing so signed shall be binding on the Chapter without any further authorization or formality, notwithstanding that the borrowing of money for an amount exceeding five thousand dollars CDN (\$5,000.00) by the Chapter shall require a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members.

#### **2.03 Financial Year**

The financial year of the Chapter shall end on the 30<sup>th</sup> day of June annually.

#### **2.04 Banking Arrangements**

The banking business of the Chapter shall be transacted with such banks, trust companies or lending institutions as may be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

#### **2.05 Administrator**

The Board may appoint or hire an administrator for the Chapter, which administrator shall have the general management and direction of the Chapter's business and affairs, subject to the authority of the Board and the supervision of the president. The specific terms of employment and remuneration of the Administrator shall be settled from time to time by the Board.

## **SECTION THREE: DIRECTORS**

### **3.01 Number of Directors and Quorum**

The affairs of the Chapter shall be managed by its Board. Until changed in accordance with this By-Law and the Act, the number of directors shall consist of not fewer than eleven (11) but not more than thirteen (13) directors, as fixed by resolution of the Board, of whom a majority shall constitute quorum. At least two (2) directors must be condominium unit owners. Participants at Board meetings may participate electronically but not by proxy. A director is deemed to be present for quorum purposes if he or she participates through a conference call or other telecommunications system that allows that director to participate in the meeting directly with all other directors.

### **3.02 Qualifications**

No person shall be qualified to be a director unless he or she is:

- a) of the age of majority;
- b) capable as defined by the *Substitute Decisions Act, 1992*, as amended from time to time;
- c) not an un-discharged bankrupt;
- d) an individual and not a corporation, association or other organization; and
- e) at the time of their election is a member of the Chapter provided a person who is not a member of the Chapter may be a director if he or she is otherwise qualified and becomes a member of the Chapter within ten (10) days after their election.

### **3.03 Election and Term**

At the first meeting of the members of the Chapter at which Directors are to be elected, four (4) Directors shall be elected for a term of one (1) year, four (4) Directors shall be elected for a term of two (2) years, and five (5) Directors shall be elected for a term of three (3) years.

Thereafter, the directors of the Chapter shall be elected in rotation. At each annual general meeting, directors shall be elected or appointed to fill the positions of those directors whose term of office has expired, and each director so elected or appointed shall hold office until the third annual meeting following his or her election ("3-Year Term"). In the event that a director must also be elected to fill a vacancy of a director's position prior to the expiry of his or her term, the determination of who shall be elected to a full 3-Year Term or the balance of the unexpired term shall be based on the number of votes cast, with those receiving the most votes obtaining the longest terms available. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

No director may stand for re-election upon completing two (2) consecutive 3-Year Terms unless the Board, by way of resolution, determines that no other candidates from a particular discipline within the professional member class of membership or any other particular class of membership are available to stand for election to the Board and expressly overrides the director term limit set out herein for the purpose of promoting participation on the Board from as many different disciplines as possible to serve the best interest of the Chapter.

Additionally, a person appointed as a director pursuant to section 3.06 of this by-law may be elected for up to two (2) further consecutive 3-Year Terms, each following the conclusion of the term that he or she was appointed to fulfill, subject to the exceptions set out herein.

A person who has completed two (2) consecutive 3-Year Terms, or longer, as a director, may be appointed as a director or stand again for election to the Board no sooner than the annual general meeting following the annual general meeting at which his or her last term in office concluded or he or she vacated a position on the Board, subject to the exceptions set out herein.

### **3.04 Removal of Directors**

A majority of all of the members of the Chapter may, by resolution at an annual or special meeting called for such purpose, vote to remove any director(s) from office prior to the end of his or her term and the vacancy created by such removal may be filled at the same meeting by a majority vote of the members present in accordance with the terms of paragraph 3.06, excluding the director(s) being considered for removal who are to be excluded from such vote.

### **3.05 Vacation of Office**

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) the director ceases to be qualified as provided in paragraph 3.02;
- b) the director is removed from office by resolution of the members as provided in paragraph 3.04;
- c) if, by notice in writing to the Board the director resigns, which resignation shall be effective on the date set out in such notice unless an earlier date is deemed appropriate and decided by resolution of the Board;
- d) if the director is absent from the lesser of (i) three (3) consecutive meetings of the Board or (ii) a majority of the meetings of the Board in any given fiscal year, provided that the absent director shall not have his or her office vacated if, in the opinion of the majority of the Board as determined by vote there are special circumstances of a temporary nature which justify the director's absence;
- e) upon determination by a majority of the Board that the director is in breach of any directors' code of ethics that the Chapter has in place from time to time as determined by way of resolution of the Board and that such breach warrants removal from the Board; or
- f) the director ceases to be a member of the Chapter.

### **3.06 Vacancies**

In the event of any vacancy of a position on the Board, a majority of the Board may appoint any qualifying member of the Chapter who consents to the same to fill such vacancy until the next annual general meeting of the Chapter, providing that written consent of that director is received by the Board or Chapter Administrator (if any) within ten (10) days of such appointment.

If the term pertaining to the position so filled does not otherwise end at the first annual general meeting of the Chapter following such appointment, a vote shall be held to fill the vacancy for the remainder of such term. The person appointed by the Board may stand as a candidate to be elected for this purpose.

### **3.07 Calling of Meetings**

Meetings of the Board shall be called and held from time to time at such time and at such place as the Board, the President or any two (2) directors may determine, provided that there shall be not fewer than six (6) board meetings in each fiscal year.

### **3.08 Notice**

Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. Notice may be given by prepaid mail, publication in the Chapter's newsletter, posting it on the Chapter's website, by facsimile, electronic mail or any other electronic communication.

### **3.09 Regular Meetings**

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

### **3.10 Place of Meeting**

Meetings of the Board shall be held at the head office of the Chapter or any place within the geographical jurisdiction of the Chapter as established by CCI and at such place therein as the directors may from time to time determine by resolution. A meeting of the 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 Board participating by such means is deemed to be present at the meeting.

### **3.11 Special Meetings**

The Board may, by resolution, authorize a meeting where business of the Chapter may be conducted to take place outside of the ordinary service area of the Chapter in the event that the location of such is connected to another CCI event; however, the absence of any director from participating in such meeting shall be excluded from the provision of Section 3.05 herein and, specifically, shall not be counted toward the meeting absence threshold in which a director may vacate his/her position on the Board.

### **3.12 Chair**

The President or, in the President's absence, the Vice-President shall be the chair of any meeting of the directors. If both the President and Vice-President are not present, then the directors shall select a chair by resolution from amongst those present at the meeting.

### **3.13 Quorum and Voting**

No meeting shall be duly held, and no business of the Chapter may be conducted at a Board meeting, unless a quorum of the Board is present at the meeting. (For clarity, all references in the By-laws of the

Chapter to a decision by resolution of the Board mean a resolution passed a meeting of the Board duly called, held and constituted by a present quorum.)

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall be entitled to a second or casting vote.

### **3.14 Remuneration**

The directors shall serve as such without remuneration but, subject to such policies as the Chapter may have in place from time to time limiting the amount of such compensation, shall be entitled to be paid their expenses properly incurred by them in respect of carrying out their duties and obligations including, but not limited to, traveling and accommodation expenses incurred in attending:

- Chapter Board meetings;
- Meetings of the members of the Chapter;
- Other Chapter events;
- Meetings of the National Board of CCI and its committees if the director is a member of the National Board or one of its committees or is the Chapter designate to the National Board; or
- The National Annual General Meeting of CCI. Nothing herein contained shall preclude any director from serving the chapter in any other capacity and receiving compensation therefore.

### **3.15 Declaration of Interest**

It shall be the duty of every director of the Board who is in any way, whether directly or indirectly, interested in a contract or transaction in respect of which the Chapter is or is to be a party to declare such interest at a meeting of the directors of the Board and to refrain from voting in respect thereto and such director shall not in respect of such contract or transaction be counted in the quorum of the Board.

### **3.16 Confidentiality**

All matters discussed at a meeting of the Board, including all documents and information, are strictly privileged and confidential and may not be disclosed to any person (including a spouse) unless such information or documentation is determined by the Board in writing or as evidenced by the minutes of the Chapter, not to be privileged and confidential. The duty not to disclose information extends to all information obtained as a result of a director's position on the Board.

## **SECTION FOUR - OFFICERS**

### **4.01 Executive Officers**

The Executive Officers of the Chapter shall each be appointed and shall retire in rotation. At the first meeting of the Board held subsequent to every second annual general meeting or equivalent duration, the Board shall appoint by resolution from amongst their number, a President, a Vice-President, a Secretary and a Treasurer of the Chapter, each for a two (2) year term. In default of such appointment, the then incumbent, if a member of the Board, shall hold office until a successor is appointed. A vacancy occurring from time to time in such office may be filled by the Board from among its members. Upon completion of the President's term of office, he or she shall be declared the Past-President of the Chapter, and the Vice-President shall be declared the President. Unless the Board, by way of resolution, permits

otherwise, the Treasurer of the Chapter must be a Chartered Public Accountant in good standing in the Province of Ontario.

The Past-President, President, Vice-President, Secretary and Treasurer shall constitute the “Executive Committee” of the Chapter and throughout the time that they serve in such offices they shall be excluded from the term limit imposed upon directors of the Chapter set out in Section 3.03.

The terms of office for members of the Executive Committee is two (2) years, with the term “years” for the purposes of this section of this by-law meaning a fiscal year of the Chapter and under no circumstance shall anyone hold a particular office on the Executive Committee for more than six (6) years, or three complete two (2) year terms, including the office of Secretary and Treasurer, unless the Board, by way of resolution, expressly overrides the term limit set out herein to serve the best interest of the Chapter at its sole discretion.

#### **4.02 Executive Track**

(a) every two (2) years, one (1) director shall be appointed by the Board to the Executive Track. For the purposes of this section, “Executive Track” shall mean a structured arrangement of terms and accompanying offices for a particular director of the Chapter for the purpose of leadership succession planning;

(b) following a director’s initial appointment to the Executive Track, he or she shall automatically assume the office of Vice-President, notwithstanding the provisions of this by-law;

(c) following the expiry of two (2) years after the director’s initial appointment to the Executive Track, he or she shall automatically assume the office of President, notwithstanding the provisions of this by-law;

(d) following the expiry of four (4) years after a director’s initial appointment to the Executive Track, he or she shall automatically assume the office of Past-President for a period of two (2) years, notwithstanding the provisions of this by-law;

(e) if any officer to whom paragraphs (a) through (d) of this Section 4.02 apply resigns or is otherwise removed from office, the Board may (but is not obligated to) appoint a replacement director to fill the office that was occupied or to be occupied by the resigned or removed officer with the intention that the replacement director completes the Executive Track in place of the resigned or removed officer;

(f) any officer who completes the Executive Track shall be ineligible to be appointed to any position on the Executive Committee for a two (2) year period thereafter; and

(g) notwithstanding paragraphs (b) through (d) of this Section 4.02, the Board shall retain the discretion to remove at its pleasure any officer in accordance with Section 4.03 herein.

As a result of the foregoing provisions, a person’s term of office as a member of the Executive Committee may extend beyond the conclusion of his or her term as a director. For greater clarity, such person’s term as a director shall not be automatically extended through the end of his or her term of office as a member of the Executive Committee.

#### **4.03 Term of Office**

In the absence of written agreement to the contrary, the Board may remove at its pleasure any officer of the Chapter by way of resolution passed by a majority of the Board.

#### 4.04 Duties

All persons appointed as officers of the Chapter shall be members in good standing of the Chapter and CCI, and shall be required to maintain such status throughout his or her term of office as a qualification to hold such office. In the event a person appointed as an officer is the designated representative of an organizational member pursuant to Section 6.01 of this by-law, the organizational member shall bear the requirements to be and maintain status as a member in good standing, failing which the representative shall be rendered disqualified for office.

*The Past-President shall:*

- a) participate as a member of the Executive Committee;
- b) provide advice and support to the President upon request; and
- c) carry out such other tasks and duties as the Board may determine.

*The President shall:*

- a) when present, preside at all meetings of the members of the Chapter and of the Board;
- b) be charged with the general management and supervision of the affairs and operations of the Chapter; and
- c) together with the Secretary or other officer appointed by the Board for that purpose, sign all By-laws, cheques and membership certificates.

*The Vice-President shall:*

- a) during the absence or disability of the President, perform the duties and exercise the powers of the President; and
- b) have such other powers and duties as the Board or the President may prescribe.

*The Secretary shall:*

- a) Attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;
- b) shall give all notice required to be given to members and to directors;
- c) be the custodian of the seal (if any) of the Chapter and of all books, papers, records, correspondence, contracts and other documents belonging to the Chapter; and
- d) perform such other duties as may from time to time be determined by the Board.

*The Treasurer shall:*

- a) Keep full and accurate accounts of all receipts and disbursements of the Chapter in proper books of account;
- b) deposit all moneys or other valuable effects in the name and to the credit of the Chapter in such chartered bank(s), trust company(s) or credit union(s) as may from time to time be designated by the Board;
- c) disburse the funds of the Chapter under the direction of the Board, taking proper vouchers therefore;
- d) render to the Board at the regular meetings thereof or whenever required by the Board or the Chapter's Auditor, an account of all transactions made as Treasurer, and of the financial position of the Chapter; and
- e) perform such other duties as may from time to time be determined by the Board.

The duties of all other officers of the Chapter shall be such as the terms of their engagement call for and/or the Board requires.

#### **4.05 Appointment of Other Officers**

From time to time, the Board may appoint such other officers as the Board may determine are necessary or beneficial for the effective and essential continuance of the Chapter and carrying out of its objective. The duties of all other officers of the Chapter shall be such as the terms of their engagement call for or the Board requires of them. Such additional office positions shall at no time be considered to form part of the Executive Committee.

All officers need not be directors. One person may hold more than one office, other than any office constituting the Executive Committee.

#### **4.06 Standard of Care**

Every director and officer of the Chapter in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interest of the Chapter and exercise the care, diligence and skill reasonably a prudent person would exercise in comparable circumstances. Directors shall at all times adhere to the CCI Code of Ethics for CCI Directors.

#### **4.07 Indemnities of Directors, Officers and Others**

Every member of the Board, or other person who has undertaken or is about to undertake any liability on behalf of the Chapter 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 Chapter and CCI, from and against:

- a) All costs, charges and expenses whatsoever which such member of the Board 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, made 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.

#### **4.08 Insurance for Directors and Officers**

CCI maintains insurance, including Directors and Officers Liability coverage, for the Chapter. In the event such insurance is not available, the Chapter shall purchase and maintain insurance for the benefit of the directors or officers of the Chapter and former directors or officers of the Chapter and their heirs and legal representatives against any liability incurred by them, in their capacity as a director or officer of the Chapter, except where the liability is related to their willful neglect, criminal activity or fraud.

#### **4.09 Variation of Powers and Duties**

The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

## **SECTION FIVE: COMMITTEES**

### **5.01 Established by the Board**

In addition to the Executive Committee, the Board may by resolution create one or more committees for such purposes as the Board in its discretion deems appropriate for the effective or efficient operation of the Chapter or fulfillment of its objects and goals.

### **5.02 Membership**

Persons appointed as committee members may, but need not, be members of the Board. Each committee's membership shall include at least one (1) Board member in addition to the President of the Chapter, who shall be an ex officio member of all committees to act as liaison to the Board unless the Board appoints a different liaison.

### **5.03 Terms of Reference**

Each committee will be given its initial terms of reference in writing by the Board but may amend and adapt the same subject to approval by the Board. Unless expressly authorized by the Board, the authority of any committee established pursuant to paragraph 5.01 herein is limited to providing recommendations to the Board and attending to routine, administrative operational matters. For greater clarity, committees may only make binding decision upon the Chapter with the express authority to do so granted in advance by the Board.

### **5.04 Committee Chairs**

Each committee shall elect from amongst its members a chair, who need not be a member of the Board. If no one other than a Board member is willing to serve as chair of a particular committee, a Board member may be appointed until another person is available and willing to chair the committee in question.

The chair of a committee shall be responsible for managing and supervising the activities of that committee and shall chair all its meetings and shall, at his/her sole discretion, determine the appropriate notice to be provided in advance of any committee meetings and the adequate delivery thereof, subject to direction from time to time provided by way of resolution of the Board.

### **5.05 Liability Insurance**

Committee members and chairs shall be considered as officers of the Chapter for insurance purposes.

### **5.06 Quorum**

Committees shall be exempt from quorum requirements and any decisions made by a committee shall be determined by a simple majority of votes cast.

## **SECTION SIX: MEMBERS**

### **6.01 Classes of Membership**

There shall be four (4) classes of membership in the Chapter, two (2) of which are personal and two (2) of which are organizational:

Personal Memberships:

- a) Individual
- b) Professional

Organizational Memberships:

- c) Condominium Corporation
- d) Business Partner

## 6.02 Conditions of General Membership

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 Chapter are as follows:

- a) **Individual** memberships shall be limited to any owner or occupant of a condominium or other person, other than a person who would qualify as a professional or business partner member, interested in furthering the objects of the Chapter;
- b) **Professional** memberships are limited to persons who derive a portion of their income from serving the condominium industry and are in professions as designated by the National Executive Board of CCI from time to time;
- c) **Condominium** memberships shall be limited to any condominium corporation, of any type, registered in accordance with the laws of the province of Ontario.
- d) **Business Partner** memberships shall be limited to any Chapter, partnership, sole proprietorship, government agency, investment firm, lending institution, insurance company, advertising company, law firm, management firm, engineering firm, development or construction firm, or other business entity that is involved in the condominium industry, (other than one that would qualify for condominium or professional membership);
- e) Individual and professional members must be 19 years of age or older to apply for membership;
- f) All members must complete an application for membership in such form as the Board shall prescribe from time to time;
- g) Admission as a Condominium, Professional, Individual or Business Partner member must be approved by the Board. A member may withdraw or resign at any time by submitting a written resignation to the Board;
- h) 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 take;
- i) Each Condominium Corporation and Business Partner member may, subject to the discretion of the Chapter, 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 Chapter or, with respect to Chapter events, as determined by the Chapter.

## 6.03 Non-Transferability

Memberships are not transferable.

#### **6.04 Professional Associate**

To the extent that the requisite examination is available, a professional member shall be entitled to seek accreditation as a Professional Associate of CCI in accordance with its by-laws and the policies, procedures and requirements as established from time to time by the National Executive of CCI and if successful to use the accreditation "ACCI".

#### **6.05 Termination of Membership**

Any Condominium Corporation, Individual, Business Partner or 'Unaccredited Professional' member may be removed by a vote of the Board. No such vote of the Board shall take place until:

- a) A written complaint is made by at least five (5) members of the Chapter that the activities or positions taken or attributed by a member (the "Designated Member") is contrary to the intent and/or objects of the Corporation; and
- b) A review of the complaint is conducted by the Board which review shall include, as part thereof and to the extent reasonably possible, a meeting with the Designated Member and a discussion of the complaint and alleged activities or positions of the Designated Member. Each Chapter shall develop policies for conducting such review.

A motion for removal requires a positive vote by a majority of the Board present at the meeting at which the vote is held.

Professional members with accreditation may only be removed subject to the provisions of the National By-laws of CCI.

#### **6.06 Lapse of Membership**

If a member has not paid his or her or its dues by the sixth month of the fiscal year, such member's membership shall be deemed to have lapsed.

Such lapsed membership, except an Accredited professional, may be reinstated at the discretion of the Board upon such member paying such outstanding fees during the applicable fiscal year. The member shall also be entitled to rejoin the Chapter in any future year.

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 Board and at the discretion of the National Executive Board of Directors. To be eligible for reinstatement, s/he must rejoin the Chapter as a professional member, and pay his or her current membership fees and all membership fees for the period following the lapse of his/her membership, unless otherwise determined by the National Executive Board.

Upon lapse or termination of membership in CCI, any and all rights of the membership shall cease.

#### **6.07 Dispute Resolution**

In the event of a dispute involving matters arising between the Chapter, one or more members of the Chapter, the Board, and/or others to which this by-law applies which cannot be resolved through confidential, informal negotiation facilitated by the Chapter President or someone fulfilling the duties of

such office at the discretion of the Board in such facilitator's sole discretion (a "Dispute"), the parties to the Dispute shall attempt to resolve the Dispute in good faith by attending mediation, failing which the parties may resolve the Dispute by proceeding to arbitration. Attempted mediation shall be confirmed by a mediator's report, which shall provide that the parties to a Dispute attended mediation for a minimum duration of three (3) hours and that same did not result in a resolution. Parties to a Dispute are required to proportionally and equally split the costs of the mediation, unless the parties agree otherwise. Mediation is to take place on a confidential and without prejudice basis and any representative attending mediation on behalf of a party shall have settlement authority. Mediation may be initiated by any party to a Dispute with the provision of a written request to mediate, which shall be delivered by regular mail, facsimile and/or electronic mail to the known address of the applicable parties. Such notice shall be deemed to have been received within three (3) business days following the date of sending and must include the proposal of a mediator or mediators to facilitate the mediation. All parties who receive such a notice shall have up to two (2) weeks to reply thereto to propose an additional mediator or mediators for consideration and in the event that all parties do not reach consensus on the mediator of a Dispute, the mediator will be randomly selected from the proposed mediators presented by all parties within the allotted time frame by the President of the Chapter, or someone fulfilling the duties of such office in the event that the President of the Chapter is a party to the Dispute or is otherwise in a position of conflict in respect of the Dispute. Any mediator proposed or selected must be impartial and independent of the parties, a member in good standing of the ADR Institute of Ontario and hold a designation provided by the ADR Institute of Canada which confirms the mediator's qualification.

Upon the selection of a mediator, the mediator shall proceed to schedule the mediation and otherwise facilitate the process as soon as is practicable.

## **SECTION SEVEN: MEETINGS OF MEMBERS**

### **7.01 Annual Meetings**

An annual general meeting of the members shall be held within six (6) months of the conclusion of each fiscal year of the Chapter, at such time and on such day as the Board may from time to time determine. The business of the annual general meeting shall include:

- a) a report by the president of the Chapter summarizing the activities and achievements of the Chapter, its Board and committees, during the fiscal year just ended;
- b) such other reports and statements of the Board or Chapter committees or such other persons or entities as may be required to be given at the annual general meeting by CCI or that the Board determines are appropriate or desirable to be given;
- c) the election of directors;
- d) the appointment of a public accountant to perform audits or reviews, as the case may be, of Chapter finances, and fixing or authorizing the Board to fix the public accountant's remuneration; and
- e) such other business as may properly be brought before such meeting.

### **7.02 Special Meetings**

Special meetings may be called by the Board, or shall be called by written application of five percent of the members to the President. Such a meeting shall be called within twenty-one (21) days, and be held within ninety (90) days of said application, and notice of such meeting shall be sent to all members in accordance with section 7.04 of these By-laws.

### **7.03 Place of Meetings**

Meetings of members shall be held at the head office of the Chapter or elsewhere in the municipality in which the head office is situated or, if the Board shall so determine, at some other place in the province of Ontario within the jurisdiction regularly serviced by the Chapter.

### **7.04 Notice of Meetings**

Notice of the time and place of each Meeting of Members shall be given in the manner hereinafter provided not less than twenty-one (21) days before the day on which the meeting is to be held to each member listed in the records of the Chapter as of 4:00pm on the day of which the notice is given. Notice of a special Meeting of Members shall state the general nature of the business to be transacted at it. The public accountants of the Chapter are entitled to receive all notices and other communications relating to any meetings of the member that any member is entitled to receive. Notice may be given by prepaid mail, publication in the Chapter's newsletter, posting it on the Chapter's website, by facsimile, electronic mail or any other electronic communication.

### **7.05 Meetings without Notice**

A Meeting of Members may be held at any time and place without notice if all the members entitled to vote at it are present in person or represented by proxy, or if those not present or represented by proxy waive notice, consent to such meeting being held or who, within twenty one (21) days of the holding of such meeting, do not object in writing to it having been held and at such meeting any business may be transacted which the Chapter at a Meeting of Members may transact.

### **7.06 Chair, Secretary and Scrutineers**

The President or, in the President's absence, the Vice-President shall be the chair of any meeting of members. If both the President and Vice-President are not present, then the members present in person and entitled to vote at the meeting shall select a chair by majority vote from amongst those present at the meeting.

The Secretary of the Chapter shall be or appoint a secretary of the meeting, and the Secretary of the Chapter is absent and has not appointed a secretary in his or her stead, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting.

If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting. In the case of an election, each candidate is further entitled to appoint one additional scrutineer.

### **7.07 Persons Entitled to be Present**

The only persons entitled to attend a Meeting of Members shall be those entitled to vote at it, their permitted proxies, the public accountant of the Chapter, the Board, all Chapter officers and committee members, and others who may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

#### **7.08 Quorum**

A quorum for the transaction of business at any Meeting of Members shall be **10%** of the members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is not present at the meeting, the members present may adjourn the meeting to a fixed time and place. Notice of such adjourned meeting shall be given in compliance with paragraph 7.04, save and except that only three (3) days' notice of the meeting shall be required.

#### **7.09 Right to Vote**

At any Meeting of Members every person shall be entitled to vote who is at the time of meeting entered in the books of the Chapter as a member of the Chapter, in good standing.

#### **7.10 Proxies**

At any Meeting of Members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy, the same voting rights that the member appointing the proxy would be entitled to exercise if present at the meeting. A proxy need not be a member. An instrument appointing a proxy shall be in writing and, if the appointee is a Corporation, other than a condominium Corporation, shall be under its corporate seal. A proxy given by a condominium member may be accepted if it is executed by the Property Manager shown in the Chapter's records as being the manager of the condominium member unless the condominium member, in writing, advises the Chapter to the contrary prior to a vote being taken. An instrument appointing a proxy shall be acted on only if prior to the time of voting, it is deposited with the secretary of the Chapter or of the meeting or as may be directed in the notice calling the meeting. A photocopy, facsimile or electronically transmitted copy of a proxy, if otherwise valid, shall be accepted for registration.

#### **7.11 Votes to Govern**

At any meeting of the members every question shall, unless otherwise required by the By-laws of the Chapter, or the governing legislation, if any, be determined by a majority of the votes duly cast on the question by those members present, in person or proxy, at the meeting. No vote shall be taken at a meeting of the members on any matter that is not listed in the agenda for that meeting, other than for routine procedural matters. This does not preclude the chair from conducting a non-binding poll or "Straw" vote for the Board's guidance.

#### **7.12 Show of Hands**

Any question, other than the election of directors, at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll is required or demanded by a member. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration shall be made by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, as the case may be, an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without necessity of any or other proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question. The election of directors shall be decided by private ballot unless the directors are acclaimed.

### **7.13 Polls**

Prior to, or promptly after, a show of hands has been taken on any question, any member entitled to vote on the question may demand a poll in respect of the same. If a poll is required or demanded it shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

### **7.14 Casting Vote**

In case of an equality of votes at any Meeting of Members either upon show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

### **7.15 Adjournment**

The chair at a Meeting of Members may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

### **7.16 Conduct of Meetings and Rules of Order**

Unless otherwise required by law, any question as to the calling of the meeting, the right to vote at a meeting, the validity of proxies presented at the meeting, the method used to hold or, the validity of, a vote at a meeting, or the rules of order for a meeting, shall be determined by the chair. If such a decision of the chair is challenged the rules and procedures contained in *Nathan's Company Meetings including Rules of Order* (published by CCH Canadian Limited, Toronto, ON) will be referred to in order to determine the question.

## **SECTION EIGHT: MISCELLANEOUS PROVISIONS**

### **8.01 By-laws**

By-laws of the Chapter may be enacted, repealed or amended by a by-law approved by a majority of the directors at a meeting of the Board. Once approved by the Board the by-law shall have full force and effect but only until the next annual meeting of the members of the Chapter at which it shall be confirmed, and in default of confirmation at such annual Meeting of Members it shall cease to have any effect or force. The notice of a meeting of the members at which a by-law will be voted upon shall contain a copy of the by-law or contain instructions as to how the by-law can be viewed on the Chapter's website or other location. Alternatively the by-law may be published in the Chapter Newsletter provided such newsletter is mailed to the members at least twenty-one (21) days prior to the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

### **8.02 Public Accountant**

The members shall at each annual meeting appoint a public accountant to audit or review the accounts of the Chapter to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the Board.

A public accountant of the Chapter shall be independent of the corporation, its affiliates, or the directors or officers of the corporation or its affiliates. A person is deemed not to be independent if that person or their business partner

- a) is a business partner, a director, an officer or an employee of the corporation or any of its affiliates, or is a business partner of any director, officer or employee of the corporation or any of its affiliates,
- b) beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of the corporation or any of its affiliates, or
- c) has been a receiver, receiver-manager, sequestrator, liquidator or trustee in bankruptcy of the corporation or any of its affiliates within two (2) years before the person's proposed appointment as public accountant of the corporation.

The public accountant must ensure that financial reporting on behalf of the Chapter takes place in accordance with applicable not-for-profit legislation.

### **8.03 Rules and Policies**

The Board of directors may create, amend or repeal such rules and policies, not inconsistent with these By-laws or the by-laws of CCI, relating to the management and operation of the Chapter, as it deems expedient.

### **8.04 National By-laws**

It is understood that all By-laws, rules and policies of the Chapter must conform with those of CCI in order to be consistent with the purpose, aims and goals of the CCI. If at any time, any provision of this by-law is or becomes inconsistent with any provision of any by-law of CCI, then these By-laws are deemed to be amended to conform to the by-laws of CCI.

**8.05** The Chapter may apply to the National 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.

**8.06** The Chapter is responsible to comply with the CCI Chapter Guidelines and to fulfill all requirements as set out in the Guidelines, which may be revised, from time to time.

## **SECTION NINE: RELATIONSHIP WITH CCI**

**9.01** The Chapter 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. The Chapter shall make regulations governing the appointment or election of its voting representative and shall provide the same to the CCI National office. Notwithstanding the Chapter's right to appoint or elect its representative, any person so appointed or elected as the Chapter voting representative and for so long as he/she is a Chapter voting representative:

- shall, if an individual or professional member, be and maintain status as a member in good standing of CCI and the Chapter, and

· 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 CCI.

The 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 and at the discretion of the CCI National Executive.

If the Chapter's voting representative is elected to the National Executive Board, he or she shall cease to be the Chapter voting representative and a replacement representative shall be appointed at the earliest opportunity.

The Chapter shall notify the CCI National Office of the name and contact information of its voting representative within 10 days after such representative's appointment or election takes place and annually thereafter.

## **SECTION TEN: EFFECTIVE DATE**

### **10.01 Effective Date**

This by-law shall come into force when confirmed by the members in accordance with this by-law.

**PASSED** by a majority of the Directors of the Grand River Chapter of the Canadian Condominium Institute the 26<sup>th</sup> day of May, 2017.