



**Manitoba Building
Officials Association**

MANITOBA BUILDING OFFICIALS ASSOCIATION

**CONSTITUTION BY-LAW
CONSOLIDATED AMENDMENTS April 27, 2017**

ARTICLE 1 - DEFINITIONS

1.1 Definitions

In this *By-law*, unless there is something in the subject matter or context inconsistent therewith, the following terms and expressions shall have the following meanings:

- (a) “*Association*” means the Manitoba Building Officials Association.
- (b) “*Board of Directors*” means the Board of Directors of the Association.
- (c) “*Business Day*” means any day except a day that is a Saturday, a Sunday or a statutory holiday in the Province of Manitoba.
- (d) “*Building Code Qualified*” shall mean recognition by the *Association* that a *member* has achieved a high level of proficiency and competence in the use and interpretation of the *Manitoba Building Code*.
- (e) “*By-laws*” means the *By-laws* of the *Association*, as consolidated and amended from time to time.
- (f) “*Certified Building Code Official*”, shall mean recognition by the *Association* that a *government member* has achieved a high level of proficiency, competence and experience in the administration, interpretation and enforcement of codes and standards.
- (g) “*Immediate Past President*” means the person who served as the President of the Association immediately prior to the current President; and if such person is unable or unwilling to act, then the most recent past president willing to serve.
- (h) “*Member*” means a person who is a Government Member, Associate Member, Life Member, Student Member or Retired Member, as the case may be, and “*membership*” shall have a corresponding meaning.

ARTICLE 2 - MEMBERSHIP

2.1 General

Membership in the *Association* shall be available to individuals interested or engaged in the administration and enforcement of regulations related to buildings and structures and their planning, construction, demolition, alteration, renovation, maintenance, operation, and renewal insofar as such matters relate to fire prevention and protection, structural adequacy, safety, health, durability and the environment.

2.2 Application for Membership

Persons wishing to become a *member* shall complete the application form and pay the admission fee, in such form and amount as shall be determined from time to time by the *board of directors*.

2.3 Categories

The categories of *membership* in the *Association* shall consist of the following:

- (a) Government Member
- (b) Associate Member
- (c) Life Member
- (d) Student Member
- (e) Retired Member

and such other categories as shall be determined from time to time by the *board of directors*.

2.4 Government Member

The *board of directors* may grant a Government Membership to individuals who develop, administer, apply, interpret and/or enforce Manitoba Building and/or Fire Code related statutes for or on behalf of a governmental or regulatory body, including one of the following:

- (a) a duly legislated municipality, including those of countries other than Canada,
- (b) the Government of Manitoba or its ministries, departments or agencies,
- (c) the Government of Canada or its ministries, departments or agencies, or
- (d) Canada Mortgage & Housing Corporation (or its successor ministry, department or agency).

The Board of Directors may request a job description to demonstrate that the individual position involves duties to develop, administer, apply, interpret and/or enforce building code related statutes for or on behalf of a governmental or regulatory body.

2.5 Associate Members

The *Board of Directors* may grant an Associate Membership to those individuals who are directly or indirectly affected by Building Code regulations and are not otherwise entitled to status as a Government Member or other category of *membership*.

2.6 Life Member

The *Board of Directors* may award a Life Membership to an individual who has consistently through the years rendered meritorious service to the *Association*. All past Presidents of the *Association* shall be awarded Life Memberships.

2.7 Student Membership

The *Board of Directors* may grant a Student Membership to an individual who is:

- (a) enrolled full time in a program of study in Canada relating to the construction of buildings at a recognized post-secondary institution, or
- (b) enrolled at a recognized post-secondary institution in Canada within an accredited program of study relating to building performance and maintenance, or

- (c) enrolled at a recognized post-secondary institution in Canada in a program that would assist such person in the administration or enforcement of building standards.

2.8 Retired Member

A Retired Membership may be granted by the Board of Directors to an individual who was a Government or Associate Member for a minimum of 10 years, is at least 50 years of age and has given up employment in the building inspection industry.

2.9 Responsibilities of Membership

Members shall be responsible for supporting the aims and objectives of the *Association* and shall, whenever possible, contribute to the advancement of such aims and objectives.

2.10 Benefits of Membership

Unless indicated otherwise, all *members* in good standing shall be entitled to the following benefits of *membership*:

- (a) receive the publications of the *Association* that are regularly distributed to the *members*;
- (b) receive an annual list of the names and business addresses of the *board of directors*;
- (c) receive a membership card;
- (d) be entitled to a reduced fee/rate for training courses sponsored by the *association*.
- (e) be entitled to a reduced fee/rate for training sessions at the annual meeting of *members*
- (f) and such other benefits, as the *board of directors* shall from time to time make available to the *members*

2.11 Membership to remain in good standing

By resolution of the board, the *board of directors* shall be entitled to revoke the *membership* of any *member*.

- (a) who fails to pay the applicable annual dues, fee or any special levy authorized by the *board of directors* at or before the time specified by the board for payment thereof;
- (b) who is convicted of an indictable offence or other offence prosecuted under indictment under the Criminal Code (Canada) or similar criminal legislation in the United States of America, or in any municipality, province, state, district or territory of Canada or the United States of America;
- (c) Who is found to be incapable of managing their property or their personal care, is found to be mentally incompetent, is found to be of unsound mind, or is suspended or expelled from membership in another professional body or institute.

2.12 Notice to Association

A *member* who shall be subject to an event described in clause 2.11(b) and (c) shall notify the *Association* by notice to the *Board of Directors* in writing within 15 days of the event. Such notice shall include a copy of any applicable assignment, order, proposal or notice, and such other information and documentation as the Board of Directors shall consider necessary and appropriate.

2.13 Application for Reinstatement

- (a) Any *member* whose *membership* in the *Association* is suspended by operation of section 2.11 and against whom there is no charge outstanding under the *by-laws*, may apply in writing to the *Association* (to the attention of the Board) to have their *membership* reinstated.
- (b) Upon receipt of an application from a suspended *member* under paragraph section 2.11, the Board shall notify the *Panel*, which by its Chair, shall thereupon establish a sub-committee of three (3) directors to form a panel (the “Panel”) and shall nominate a Chair for such Panel. The Board shall forward the application, together with such other relevant material as shall be available to the *Board of Directors*, to the Chair of the panel for review by the Panel. The Panel shall thereupon prepare a confidential report and recommendation for action to be taken by the *Board of Directors*.
- (c) If the Panel while conducting its investigation become aware of:
 - i) any preliminary investigation and enquiry by the *Association’s* Rules of Behaviour Committee into the professional conduct of the suspended *member* pursuant to *By-laws*, or
 - ii) any act, omission, matter or thing on the part of the suspended *member* that the *Association’s* Rules of Behaviour committee is empowered to investigate and enquire into pursuant to the *By-laws*.

The panel may continue its investigation but, in the case of subclause (ii), shall bring such act, omission, matter or thing to the attention of the Rules of Behaviour committee for investigation and enquiry pursuant to the *By-laws*.
- (d) Where an investigation or enquiry by the Rules of Behaviour committee referred to in paragraph (c) results in a charge being made against the suspended *member*, the disposition of which by the committee causes the suspended member to be expelled from membership before the Panel concludes its investigation, the Panel shall not proceed further with its investigation and the application made under paragraph (a) shall terminate and be of no further effect.
- (e) Upon consideration by the *Board of Directors* of the report and recommendation of the Panel with respect to a suspended *member*, the Board is authorized to;
 - i) maintain the suspension of such *member*;
 - ii) terminate the membership of such *member*, or
 - iii) cease the suspension and reinstate the *membership* of such *member*.
- (f) If *membership* is to be reinstated, such *member* shall pay all membership fees and dues to the *Association* accrued but unpaid, if any, during the period of revocation and shall be subject to all *By-laws*, rules and regulations applicable to members generally. The *Board of Directors* shall be entitled in their discretion to establish conditions for any such *member*.
- (g) The Chair of the Panel shall notify the Board of Directors within 5 days of the decision of the panel and the Board, upon its decision, notify the member with 15 days, and conditions imposed (if any).

ARTICLE 3 - CERTIFICATION

3.1 Requirement for Certification

- (a) A Government Member wishing to become and remain a *Certified Building Code Official* shall satisfy the following requirements:
 - i) shall be and remain a *member* in good standing;
 - ii) shall apply for certification, and shall satisfy all of the provisions of the CBCO certification program for applicants and, once certified, shall continue to satisfy all of the provisions of the CBCO certification and maintenance programs for certified *members*, as may be established from time to time by the *board of directors*; and
 - iii) shall pay all required dues and fees as may be established from time to time by the *board of directors*.
- (b) An associate member or Government member wishing to become and remain designated as being *Building Code Qualified* shall satisfy the following requirements:
 - i) shall be and remain a *member* in good standing,
 - ii) shall apply for certification, and shall satisfy all of the provisions of the BCQ certification program for applicants and, once certified, shall continue to satisfy all of the provisions of the BCQ certification and maintenance programs for certified members, as may be established from time to time by the *Board of Directors*, and
 - iii) shall pay all required dues and fees as may be established from time to time by the *Board of Directors*.

The Certification Committee, based on the criteria, shall be established from time to time by the *Board of Directors*, shall review applications for certification as either a *Certified Building Code Official* or being *Building Code Qualified*.

3.2 Designations

- (a) A *member* certified as a *Certified Building Code Official* shall be entitled to use the title and the designation "CBCO".
- (b) A *member* certified as being *Building Code Qualified* shall be entitled to use that title and the designation "BCQ".

3.3 Certificate of Registration

- (a) A certificate signifying the right of a Government Member to use the title *Certified Building Code Official* and its designation "CBCO" and signed by the president of the *Association* shall be issued to each successful applicant under paragraph 3.1(a).
- (b) A certificate signifying the right of an Associate Member or Government Member to use the title *Building Code Qualified* and its designation "BCQ" and signed by the president of the *Association* shall be issued to each successful applicant under paragraph 3.1(b).

3.4 **Retention of Status**

A *member* certified as a *Certified Building Code Official* shall be permitted to retain their certification as a *Certified Building Code Official* if, due to a change of employment the *member* is reclassified from a government member to an associate member, provided their *membership* remains in good standing.

ARTICLE 4 - DUES AND SPECIAL LEVIES

4.1 **Annual**

Annual membership dues and fees shall be payable by the *members* (except Life Members) in such amounts as shall be determined from time to time by the *Board of Directors*.

4.2 **Special Levies**

Special levies shall be payable by the *members* (except Life Members) in such amounts as shall be determined from time to time by the *Board of Directors*.

4.3 **Default**

Annual membership dues and fees shall be due and payable for each calendar year commencing January 1, and shall be payable in full by March 31 of such year. No *Member* shall be considered to be in good standing, or entitled to any privilege of membership, who is in default of payment of his/her annual dues and fees for the current year, or who is in default of payment of any special levy.

4.4 **Reinstatement of Membership**

Any *member* whose membership has been terminated for failure to pay their membership annual dues, fees or special levies may be reinstated within the calendar year of termination upon application and payment of the outstanding balance plus an administration fee as shall be set by the *Board of Directors*.

4.5 **No pro-rated fees or dues**

A *member* whose membership is newly issued in a year shall not be entitled to a pro-rated or reduced annual membership dues or fee; the full dues or fees for such calendar year shall be due and payable upon the granting of *membership*.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 **Purpose**

The *Board of Directors* shall individually and collectively manage the property, business and affairs of the *Association* and shall further the aims and objectives of the *Association* and the interests of the *members*, when not in conflict with such aims and objectives, by managing the affairs of the *Association* and initiating and pursuing matters to the best of their ability and shall devote such time as is necessary to accomplish this end.

5.2 **Board of Directors**

The Board of Directors shall be composed of the following:

- Government Members – a minimum of three persons plus the President, and a maximum of 14, all of which shall be elected or appointed. A maximum of two board members may be inactive (retired or currently unemployed) Government Members who have a minimum of 10 years active membership experience.

- Associate Members – up to three members, maximum of one representing separate interested and identified stakeholder organizations, all of whom shall be appointed by the Board of Directors
- The immediate Past President, is automatically an ex-officio director.

5.3 **Term of office**

- (a) The term of office of a director or the President (subject to the provisions, if any, of the *By-laws*) shall be from the date of the meeting at which the director or President is elected or appointed and shall continue until the annual meeting of Members in the second year after such election or appointment, or until the successor of such director or President is elected or appointed.
- (b) Any person appointed or elected to fill a vacancy on the *Board of Directors* or the position of President shall hold office for the unexpired term of the person who ceased to be a director or President and who caused such vacancy.
- (c) A director whose term expires at an annual meeting of *Members* at which directors are to be elected shall retire and, subject to the provisions of the *By-laws*, shall be eligible for re-election. Retiring directors shall continue in office until their successors shall have been duly elected or appointed.
- (d) The President shall be eligible for re-election upon the expiry of his/her term, however they are not eligible to serve for more than 2 consecutive 2-year terms, except that a President may be acclaimed to a 3rd consecutive 2-year term if, upon the expiry of his/her 2nd 2-year term there is no eligible member properly nominated for the position of President.
- (e) A resigning director's term shall expire on the earlier of the date of his/her written resignation and the date that his/her successor shall have been duly elected or appointed.

5.4 **Qualifications of the Directors**

All members of the *Board of Directors* shall be Government or Associate Members in good standing.

5.5 **Qualifications of the President**

A nominee for the position of President of the *Association*, together with other eligibility requirements, shall have been a Government Member of the Board of Directors for the two (2) years immediately preceding their nomination. Should no member of the *Board of Directors* have these qualifications, or if so qualified be willing or able to stand, then the President may be elected from other members of the *Board of Directors* and if none are prepared to so act, from among all other Government Members.

5.6 **Nomination Committee**

The Nomination Committee shall collect and solicit nominations for election of members to the *Board of Directors* and the President and shall provide suitable biographical and professional information concerning each candidate to the Secretary to be distributed to the *Members* with Notice of the meeting.

5.7 **Nominations by Members**

Any two (2) Government Members shall be entitled to nominate a qualified Government Member to be a candidate for election as a director or the President.

5.8 **Nominations Procedure**

Nominations shall be in writing, and are to be received by the Nominating Committee Chairperson at least six weeks before the Annual General Meeting. Nominations must be accompanied by

written consent of the nominee to serve as a director or the President, the nominee's Curriculum Vitae stating the objectives for seeking office and the written support from their Clerk, Senior Administrator or Council. There will be no nominations from the floor at the Annual General Meeting.

5.9 Ballots

The Nominating Committee Chairperson shall prepare a ballot listing of all the *Members* nominated for election to the *board of directors*, if any, for which they have been nominated. Positions filled by acclamation are also to be identified.

5.10 Election process

a) The Election Process is determined each year by the Nominating Committee upon approval by the Board of Directors.

(b) Ballot forms, a secrecy envelope and a ballot return envelope are to be mailed to every Government Member not less than four (4) weeks before the meeting of *Members*. Ballots shall be tendered by mail to, or personally delivered to, the "**MBOA Office**" (or such other person as determined by the *board of directors*) no later than 4:00 p.m. on the Friday prior to the meeting.

(c) A ballot will only be valid if received by the date and time so specified. Ballots shall be counted by the office Administrator (or such other person as determined by the Board of Directors) and verified by another person (who is not a *Member*) as determined by the *Board of Directors*. Only the name of the successful candidates will be announced, and not the number of ballots cast for such candidates, or for any other candidates.

(d) In the event of a tie for the election of a director, the successful candidate will be selected from amongst the tied candidates by lot conducted by the Nominations Chair (or such other person as determined by the *Board of Directors*).

5.11 Vacancy

A vacancy on the *Board of Directors* or the office of President may be filled for the balance of the term of such departed director by resolution of the *Board of Directors*, as long as a quorum of the *Board of Directors* remains in office.

5.12 Quorum

50 percent plus 1 of the *Board of Directors* shall constitute quorum at any meeting of the *Board of Directors*. A quorum not being present, those directors in attendance may form a committee of the whole to consider the agenda and to make recommendations to the Board at its next meeting.

5.13 Communication

The *Board of Directors* may conduct the business of the *Association* through written communications and each member of the Board shall be provided simultaneously, with an exact duplicate of all such communications.

5.14 Vacation of office

The office of a director of the *Association* shall be vacated:

(a) if they are found to be mentally incompetent or becomes of unsound mind;

(b) if they resign office by notice in writing to the Secretary; or

(c) at the next annual meeting of members following they cease to be a Government Member in good standing.

- (d) if they miss two consecutive meetings or three meetings of the board of directors in a year without cause, or
- (e) in the case of an appointed Associate Member, immediately and without cause when s directed by the President.

5.15 Removal of Directors

The *Members* may, by resolution passed by at least two-thirds of the votes cast by Government Members at a general or special meeting of which notice specifying the intention to pass such resolution has been given, remove any director or the President before the expiration of the term of office of such director or President.

5.16 Remuneration of Directors

The directors of the *Association* shall serve without remuneration and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE 6 - OFFICERS

6.1 Officers

The Officers of the *Association* shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The positions of Secretary, Treasurer may be combined into one, at any time and from time to time, as determined by the *Board of Directors*. The *Board of Directors* may also from time to time create and fill by election or appointment such honorary or other offices and shall prescribe such authority and duties to such offices as it shall see fit. All Officers shall be Government Members of the Association.

6.2 Appointment by Board

The *Board of Directors* shall appoint the officers, other than the President, from among Government Members at the first meeting of the Board after the annual election. A Chair approved by the majority of the *Board of Directors* present shall conduct the meeting until the election of officers.

6.3 Executive Committee

The *Board of Directors* shall be entitled to appoint an Executive Committee that shall be comprised of the President, a Vice President, the Secretary, and the Treasurer.

6.4 Functions of President

The President shall ensure that the affairs of the *Association* are properly managed. The President shall preside as Chair at all meetings of Members of the Association and of the *Board of Directors*, and perform the other duties usual to the office. The President shall be entitled to call meetings of the *Board of Directors* at their discretion or by request of not less than four members of the Board. The President shall be entitled to appoint special committees and task groups.

6.5 Functions of Vice President

The Vice President shall act and perform the duties of the President during the President's absence from any meeting of the *Members* or *Board of Directors*, or by vote of the *Board of Directors* in the case of disability of the President, and shall assist the President in the conduct of his office. Specifically, the Vice-President shall ensure that the Committee Chairs and Task Group Chairs carry out their responsibilities with reasonable dispatch.

6.6 Functions of Secretary

The Secretary shall ensure that the business of the *Association* is conducted in an efficient and business like manner and that all written and financial records are maintained and stored in an acceptable and safe way.

6.7 Functions of Treasurer

The Treasurer shall, at every regular meeting of the *Board of Directors* report on the *Association's* financial status and make any recommendations that he/she feels necessary to improve such status. The Treasurer shall submit an annual budget forecast for the approval of the *Board of Directors* at their first regular meeting of the year.

6.8 Functions of Immediate Past-President

The *Immediate Past President* shall contribute their experience and knowledge to the management of the affairs of the *Association*, in particular in relation to providing a continuity of thought throughout the years.

The *Immediate Past President* shall Chair the Nominating Committee.

6.9 Delegates

In response to invitation, the President may appoint a delegate or delegates, to represent the *Association* at meetings or at other organizations.

6.10 Ex-officio status

The Officers, shall be entitled to serve as ex-officio members of any standing committee or task group.

6.11 Removal of Officers

In the absence of agreement to the contrary, all Officers shall be subject to removal by resolution of the *Board of Directors* at any time with or without cause and with or without notice.

6.12 Delegation of duties of officers

In the case of the absence or inability to act of any officer of the *Association* or for any other reason that the *Board of Directors* may deem sufficient, the *Board of Directors* may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

ARTICLE 7 - COMMITTEES

7.1 Standing Committees

The *Board of Directors* shall be entitled from time to time to establish and disband Standing Committees of the *Association*.

7.2 Other Committees

The *Board of Directors* shall be entitled, from time to time, to appoint such other committees as may be appropriate for the governing of the affairs of the *Association*.

7.3 Functions of Chair

The Committee Chair shall further the aims and objectives of the *Association* by initiating and acting on matters within his/her area of responsibility, determined by themselves, the members of their committee, the *Board of Directors*, or other *members* of the *Association* to be in the interests of the public or of the membership. A Chair shall be responsible for there being a productive and worthwhile endeavor by the committee.

7.4 Terms of Reference

The *Board of Directors* shall set out the terms of reference of all standing and other committees, their purpose, composition and term of appointment. The committees shall conduct their affairs only within these guidelines. The President shall be a member of all committees. A majority of the members shall constitute a quorum at a meeting of a committee.

7.5 Committee Reports

Committee Reports shall be prepared for presentation at the Annual Meeting by, or under the direction of, the Committee Chair. Committee Reports shall be signed by the Chair, and shall be deposited with the Secretary after presentation at the Annual Meeting. Such Committee Reports shall be available for review by the *Members* at the Annual Meeting and shall contain a complete history of the activities of any task group or sub-committee.

ARTICLE 8 - MEETINGS OF MEMBERS

8.1 Place and Date

The place and date of the Annual Meeting of the Members shall be determined each year by the *Board of Directors*.

8.2 Notice of Meeting

Written notice of the Annual Meeting of Members shall be sent to each *Member* or published in the Association's Official publication by the Secretary not less than thirty (30) days prior to the meeting.

8.3 Special Meetings

Special Meetings of the *Members* may be called by (A) any Four (4) members of the *Board of Directors*, or (B) written application of twenty (20) *Members* to the President of the *Association*. Such a Special Meeting shall be called within Ninety (90) days of such application, and notice of such meeting shall be sent to all *Members* at least twenty-one (21) days in advance, stating the business to be transacted. No other business shall be entertained at a Special Meeting without unanimous consent of the meeting.

8.4 Quorum

Subject to the Corporations Act or the *Associations* letters patent, 4 Government members present in person shall be a quorum at any meeting of *Members*. No business shall be transacted at any meeting unless the requisite quorum shall be present at the commencement of such business.

8.5 Business of Annual Meeting

At every Annual Meeting of *Members*, in addition to any other business that may be transacted, the report of the *Board of Directors*, the Financial Statement and Auditors Report shall be presented. The *Board of Directors* of the *Association* shall be elected, and auditors shall be appointed for the ensuing year.

8.6 Rules of Order

Robert's Rules of Order shall govern the transaction of business at all meetings of this *Association*, unless otherwise provided in the By-laws.

8.7 Order of Business

The order of business at any Annual Meeting shall be determined by the Board of Directors and shall include any items that are applicable.

8.8 Resolutions

Resolutions proposed by Members shall be submitted to the Secretary on or before August 31st of any year in order to be considered at the subsequent fall annual general meeting. Resolutions may be considered if received after that date and prior to the Annual Meeting, provided such consideration is recommended by the Board of Directors.

8.9 Votes restricted to Government Members

At each meeting, each question shall be decided by a majority of the votes of Government Members. No other *Members* shall be entitled to vote.

8.10 Voting

Each question shall be decided in the first instance by a show of hands, except that any Government Member may call for a written ballot on any issue, and if approved by two-thirds of the Government Members present and eligible to vote, the voting shall be conducted in such manner.

8.11 Voting by Chair

The Chair of the meeting shall be a Government Member, and shall be entitled to vote on any question before the meeting. In addition, should a vote on a question be tied, the Chair shall be entitled to cast the deciding vote.

8.12 Approval of resolutions

A declaration by the Chair that a resolution has been carried, or not carried, and an entry to that effect in the minutes of the meeting, shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour, or against, such resolution.

8.13 Proxies

A proxy holder must be a Government Member of the Association. An instrument appointing a proxy shall be in writing. The Secretary of the *Association* (or other duly authorized representative) shall send a form of proxy to each Government Member with the Notice of an annual or special meeting of Members; provided however that accidental failure or omission to send any such proxy to one (1) or more Members shall not affect the validity of any such notice of meeting. At any meeting of Members, a proxy duly and sufficiently appointed by a Government Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the holder, the same voting rights that the Government Member appointing the proxy would be entitled to exercise if present at the meeting. Proxies sent to the *Association* by facsimile or mail will only be valid if received by the *Association* by the date and time so specified by the *Association*.

8.14 Adjournments

The Chair may with the consent of those present at any meeting adjourn the same from time to time and no notice of such adjournment need be given to the *Members*. Any business may be brought before or dealt with at any adjourned meeting that might have been brought before or dealt with at the original meeting in accordance with the notice calling same.

ARTICLE 9 - MEETINGS OF DIRECTORS

9.1 Place of meeting and notice

Meetings of the *Board of Directors* may be held either at the head office of the *Association* or at any place within Manitoba. The President or a Vice-President may convene a meeting of the *Board of Directors* at any time. The Secretary, by direction of the President or a Vice-President or any, shall convene a meeting of directors.

9.2 Notice of meeting

Notice of any meeting of the *Board of Directors* shall be delivered or mailed or telefaxed or sent by electronic mail or otherwise communicated to each director not less than two (2) days (exclusive of the day on which the notice is delivered or mailed or telefaxed or e-mailed or otherwise communicated but inclusive of the day for which notice is given) before the meeting is to take place, provided always that meetings of the *Board of Directors* may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing or by cable or telegram or other communication addressed to the Secretary to the meeting being held in their absence. Any director thereof may waive notice of any meeting or any irregularity in any meeting or in the notice.

9.3 First meeting

For the first meeting of the *Board of Directors* to be held immediately following the election of directors at an annual or special general meeting of the *Members* or for a meeting of the *Board of Directors* at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

9.4 Telephone meetings

If all the directors of the *Association* consent either at or before the meeting, a meeting of the *Board of Directors* may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such a meeting by such means is deemed to be present at that meeting for all purposes.

9.5 Voting

A majority of the directors shall form a quorum for the transaction of business. Questions arising at any meeting of the *Board of Directors* shall be decided by a majority of votes, with the chair of the meeting only voting in the case of an equality of votes.

ARTICLE 11 - ADMINISTRATION

10.1 Confidential information

Except as may be otherwise directed by resolution of a majority of the *Members* at a meeting of the *Association*, no *Member* shall be entitled to information respecting any details or conduct of the *Association's* business which in the opinion of the *Board of Directors* would not serve the best interests of the *Association* or its *Members* to have made public.

10.2 Books and records

The *Board of Directors* may, from time to time, determine whether and to what extent, and at what time and place, and under what conditions or regulations, the books and registers and books of account and accounting records of the *Association*, or any of them, shall be open to the inspection of the *Members*. No *Member* shall have any rights to inspect any account or book or document of the *Association* except as may be conferred by statute.

10.3 Fiscal year

The fiscal year of the *Association* shall commence the first day of January.

10.4 Audit

A Review Engagement of the *Associations* financial records shall be conducted annually by a Chartered Accountant appointed by the Government *Members* at the Annual Meeting to hold office until the close of the next annual meeting, and, if the Government *Members* fail to do so, the *Board of Directors* shall forthwith make such appointment or appointments. If an appointment is not so made, the Chartered Accountant in office shall continue in office until a successor is appointed.

No person shall be appointed as auditor of the *Association* who is a director, officer or employee of the *Association* or who is a partner, employer or employee of any such director, officer or employee.

10.5 Execution of Instruments

Except as otherwise provided in this section 11.5, contract documents, or any instruments in writing requiring the signature of the *Association* may be signed by one of the President or a Vice President together with one of the Secretary, and the Treasurer. All contracts, documents and

instruments in writing so signed shall be binding upon the *Association*. The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypotheses, charges, conveyances, transfers, and assignments of property real or personal, immovable or movable, agreements, releases, receipts, and discharges for the payment of money or other obligations, conveyances, share warrants, stocks, bonds, debentures, or other securities and all paper writings. Without limiting the generality of the foregoing: any one of the President or a Vice President together with one of the Secretary, and the Treasurer, shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the Association, and to sign and execute (under the seal of the *Association* or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring exchanging converting or conveying any such shares, stocks bonds, debentures, rights, warrants or other securities.

10.6 **Alternate Signing Authorities**

The *Board of Directors* shall have power from time to time by resolution, to appoint any officer or officers or any person or persons, on behalf of the *Association* either to sign contract documents and instruments in writing generally, or to sign specific contracts, documents, or instruments in writing. Specifically, the Treasurer shall be authorized to make payment of accounts and expenses incurred in the routine operation of the *Association's* business, and for the payment of accounts incurred through direct instruction of the *Board of Directors*.

10.7 **Seal**

The corporate seal of the *Association* shall be such as the *Board of Directors* may by resolution from time to time approve. Any officer or other person appointed by resolution of the Board of Directors may when required, affix the seal of the *Association* to contracts, documents, and instruments in writing.

ARTICLE 11 - RULES OF PROFESSIONAL CONDUCT

11.1 **Preamble**

The *Members* accept these Rules of Professional Conduct as a desirable method of achieving increased professional status for the *Association*. These Rules are based on principles that the *Members* accept as necessary for maintaining the high standard of behavior to which the membership adheres. These Rules will be applied under stated guidelines to ensure the protection of the rights of any *Member* whose conduct allegedly violates these Rules.

11.2 **Rules**

The following shall be the rules of the *Association*:

- (a) No *member* shall commit an indictable offence or other offence prosecuted under indictment under the Criminal Code (Canada) or similar criminal legislation in the United States of America, or in any municipality, province, state, district or territory of Canada or the United States of America, or any other offence which brings discredit or embarrassment to other *Members* or chapters of the *Association*.
- (b) No *Member* shall commit any offence or serious misconduct pertaining to the funds and/or property of any branch of government.
- (c) No *Member* shall be guilty of serious and improper action in the performance of their duties that brings discredit and/or embarrassment to other *Members* or the *Association*.
- (e) No *Member* shall disclose to others or use to further any personal interest, confidential information acquired in the course of stated official duties.

- (f) *Members* shall strive to maintain the integrity of the profession and should participate in its activities.
- (g) *Members* shall observe the Rules of Professional Conduct set out herein in both spirit as well as in letter.
- h) No *Members* shall use the organization's logo without written permission by the Board of Directors and the rules pertaining to such use must be adhered to. *Members* must submit their request in writing, noting how they would like the logo used.

11.3 **Complaints**

A complaint that a *Member* (hereinafter called the respondent) has violated the Rules of Professional Conduct shall be made in writing (in the format provided by the *association*) to the *Board of Directors*. The complaint must contain a clear and concise statement including pertinent dates outlining the alleged breach of the Rules and must be signed by the complainant. It is not necessary that the complainant be a *Member* of the *Association*. A complaint submitted shall be disposed of by the Rules of Behaviour Committee within 90 days after the complaint is filed with the *Board of Directors*.

11.4 **Complaints Committee**

The Complaints Committee shall be composed of no fewer than 3 Government Members of the *Association* appointed to the Committee by the *Board of Directors*. No person who is a member of the Discipline Committee [or the *Board of Directors*] shall be a member of the Complaints Committee. The Board shall name one member of the Complaints Committee to be Chair.

11.5 **Complaints Committee - Duties and Powers.**

- (a) The Complaints Committee shall consider and investigate complaints, but the Committee under section 12.5(d)(iii) shall take no action unless:
 - (i) the respondent whose conduct or actions are being investigated has been notified of the complaint and given two weeks in which to submit in writing to the Committee any explanations or representations the respondent may wish to make concerning the matter; and
 - (ii) the committee has examined or has made every reasonable effort to examine all records and other documents relating to the complaint.
- (b) The Complaints Committee shall be cognizant of frivolous complaints and shall, at all times, bear in mind spirit of the Rules of Professional Conduct and the rights of any member whose conduct is allegedly breaches the Rules.
- (c) It is not the purpose of the Complaints Committee to inquire into matters that are more properly considered the affairs of a particular municipality.
- (d) The Committee in accordance with the information it receives may:
 - (i) direct that the matter be referred, in whole or in part, to the Disciplinary Committee.
 - (ii) direct that the matter not be referred under clause i); or
 - (iii) take such action as it considers appropriate in the circumstances and that is not inconsistent with the MBOA *Bylaws*.
- (e) Pursuant to Section 12.5(d)(iii) above, the Complaints Committee may decide, if the nature of the alleged breach is such in the Committee's opinion that it could be remedied through

informal discussions with the complainant and the respondent, then this course of action will be taken. If this is the case, a member of the Complaints Committee shall be appointed to approach the Complainant and determine what the complainant believes should be the outcome of the complaint procedure. Upon the complainant's agreement, the appointed member of the Complaints Committee shall attempt to achieve this outcome through discussion and/or correspondence with the respondent, if agreed to by the Complaints Committee, without resorting to the more formal disciplinary procedure. If the desired outcome is not achieved, any person may bring the complaint forward again.

- (f) The Committee shall give its decision in writing to the *Board of Directors* for the purposes of Section 12.5(g) and, where the decision is made under Section 12.5(d)(ii), its reasons therefore.
- (g) The *Board of Directors* shall send to the complainant and to the respondent by prepaid first class mail a copy of the written decision made by the Complaints Committee and its reasons therefore, if any.
- (h) The Committee is not required to hold a hearing or to afford to any person an opportunity to make oral submissions before making a decision or giving a direction under this Section 12.5.

11.6 **Review of Complaints Committee Action.**

- (a) The President (or a designate) may examine from time to time the procedures for the treatment of complaints by the *Association*.
- (b) A complainant who is not satisfied with the handling by the Complaints Committee of a complaint to the Complaints Committee may apply to the President for a review of the treatment of the complainant, after the Complaints Committee has disposed of the complaint.
- (c) The subject of the review under Section 12.6(b) shall not inquire into the merits of any particular complaint made to the Association.
- (d) The President has the discretion to decide in a particular case not to make a review or not to continue a review in respect of the *Association* where:
 - (i) the review is or would be in respect of the treatment of a complaint that was disposed of by the *Association* more than twelve months before the matter came to the attention of the President; or
 - (ii) in the opinion of the President,
 - (1) the application to the President is frivolous or vexatious or is not made in good faith, or
 - (2) the person who has made application to the President has not a sufficient personal interest in the subject matter of the particular complaint.
- (e) The President (or the designate) is not required to hold or to afford any person an opportunity for a Hearing in relation to an examination, review or report in respect of the Complaints Committee.
- (f) The President (or his designate) shall make a Report containing recommendations to the *Board of Directors* following upon each examination or review by him in respect of the Complaints Committee's action.

- (g) The *Board of Directors* shall consider each Report, and any recommendations included in the Report and make final a decision as to any action it shall take in consequence.
- (h) The *Board of Directors*, by resolution, may direct the Discipline Committee to hold a Hearing and determine any allegations of professional misconduct on the part of a respondent specified in the resolution.

11.7 **Discipline Committee.**

The Discipline Committee shall be composed of the *Immediate Past President* of the *Association* who assumes the position of chair and three other *Members*, one of which shall not have less than ten years experience as a building official.

All disciplinary decisions require the vote of a majority of the members of the Discipline Committee.

Three members of the Discipline Committee constitute a quorum.

11.8 **Discipline Committee - Duties & Powers.**

- (a) The Discipline Committee shall:
 - (i) when so directed by the *Board of Directors* or the Complaints Committee, hear and determine allegations of professional misconduct against a respondent; and
 - (ii) perform such other duties as are assigned to it by the *Board of Directors*.
- (b) Where Discipline Committee finds a respondent guilty of professional misconduct it may, by order:
 - (i) reprimand the respondent, or
 - (ii) temporarily suspend the Certification and/or *Membership* of the respondent and cause forfeiture of their rights and privileges associated with the use of the CBCO and/or BCQ designation and/or *Membership* for the determined period, or
 - (iii) permanently revoke the certification and/or *Membership* of the respondent and cause forfeiture of their rights and privileges associated with the use of the CBCO and/or BCQ designation and/or *Membership*.
- (c) The Discipline Committee shall cause an order of the Committee revoking or suspending the certification and/or *Membership* of a respondent to be published, with or without reasons, in the official publication of the *Association* with or without the name of the respondent.
- (d) The Discipline Committee shall cause a determination by the Committee that an allegation of professional misconduct was unfounded to be published in the official publication of the *Association*, upon the request of the respondent against whom the allegation was made.
- (e) Where the Discipline Committee is of the opinion that the commencement of the proceedings was unwarranted, the Committee may order that the *Association* reimburse the respondent for their costs or such portion thereof as the Discipline Committee fixes.

- (f) Where the Discipline Committee revokes or suspends the certification and/or *Membership* of a respondent, the order takes effect when the time for appeal from the order has expired without an appeal being taken or, if taken, the appeal has been disposed of or abandoned.

11.9 **The Proceedings.**

- (a) In proceedings before the Discipline Committee, the *Association* and the respondent whose conduct is being investigated in the proceedings are parties to the proceedings.
- (b) A respondent whose conduct is being investigated in proceedings before the Discipline Committee shall be afforded an opportunity to examine before the Hearing any written or documentary evidence that will be produced or any report the contents of which will be given as evidence at the Hearing.
- (c) Members of the Discipline Committee shall not have taken part before the Hearing in any investigation of the subject-matter of the Hearing other than as a member of the Board of Directors considering the referral of the matter to the Discipline Committee or at a previous Hearing of the Committee, and shall not communicate directly or indirectly in relation to the subject-matter of the Hearing with any person or with any party or representative of any party except upon notice to and opportunity for all parties to participate. The Discipline Committee may seek legal advice from an advisor independent from the parties and, in such case the nature of the advice shall be known to the parties, in order that they may make submissions as to the law.
- (d) Hearings of the Discipline Committee shall be closed to the public. If the party whose conduct is being investigated requests otherwise by a notice delivered to the *Board of Directors* before the day fixed for the Hearing, the Committee shall conduct the Hearing in public except where sensitive information of persons other than the respondent outweighs the desirability of holding the Hearing in public.
- (e) The oral evidence taken before the Discipline Committee shall be recorded.
- (f) Nothing is admissible in evidence before the Discipline Committee that would be inadmissible in a court in a civil case and the findings of the Discipline Committee shall be based exclusively on evidence admitted before it.
- (g) Where the Discipline Committee finds a respondent guilty of professional misconduct, a copy of the decision shall be served upon the person complaining in respect of the conduct or action of the respondent.

11.10 **Hearing in Absentia.**

- (a) The Discipline Committee shall endeavor to provide every reasonable opportunity for the respondent to appear in their defense at the Hearing examining allegations of their misconduct. Nevertheless, in the event of an unwillingness on the part of the respondent to cooperate in the setting of a Hearing date or to co-operate in appearing at the Hearing, the Discipline Committee may then proceed with the Hearing in the absence of the respondent.
- (b) The notice of Hearing and any subsequent notification relating to the complaint will be addressed to the respondent at the last address left on file with the *Association*.

11.11 **Notification to the Disciplinary Committee and the Respondent**

The Chair of the Disciplinary Committee shall, upon receipt of the complaint, forward a copy to the members of the Disciplinary Committee advising the respondent, in writing, of the statement of

alleged facts constituting the breach of Rules of Professional Conduct. The notice to the respondent shall not identify the complainant.

11.12 Informal Procedure

The Disciplinary Committee shall, at a meeting convened within thirty (30) days of receipt of the complaint, decide if the nature of the alleged breach makes it subject to informal resolution. This decision shall be based on the Disciplinary Committee's opinion as to whether the alleged breach could be made by informal discussion by the complainant and the respondent. If this is the case, a member of the Disciplinary Committee shall be appointed to approach the complainant and determine what the complainant believes should be the outcome of the complaint procedure. Upon the complainant's agreement, the appointed member of the Disciplinary Committee shall attempt to achieve this outcome through discussion and/or correspondence with the respondent, if agreed to by the Disciplinary Committee, without resorting to the formal complaint procedure. If the desired outcome is not achieved, any person may bring the complaint forward again.

11.13 Investigation

In the event that the informal procedure is not applicable or is unsuccessful, the Disciplinary Committee may appoint one or two of its members to investigate the complaint. These investigators shall undertake an objective review of the circumstances surrounding the alleged breach of Rules of Professional Conduct. The investigators shall offer the complainant and the respondent an opportunity to submit a written statement of position or evidence with respect to the allegations. The investigators shall, within ninety (90) days of the receipt of the complaint, submit their finding to the Disciplinary Committee. These findings shall not include any recommendation concerning the complaint.

11.14 Notice of Hearing

Upon receipt of the investigator's report, the Disciplinary Committee shall inquire of the respondent whether they wish to attend a Hearing before said Committee. In the event that the respondent declines or fails to respond within ten (10) days, the Committee shall convene a Hearing. In any event, a Hearing shall be held as soon, as is practical.

11.15 Hearing

The Disciplinary Committee shall conduct a Hearing with the purpose of outlining pertinent facts. Attendance at the Hearing shall be limited to members of the Disciplinary Committee, the respondent, and their legal counsel, if applicable, and the *Association's* legal counsel, if applicable. Additional persons may be allowed to attend with the agreement of the respondent.

11.16 Findings and Decision

Subsequent to the Hearing or subsequent to an admission of a breach of the Rules by the respondent, the Disciplinary Committee shall make its findings based on the evidence brought before it at the Hearing. The decision reached by the Committee shall be limited to:

- (a) dismissing the complaint or
- (b) reprimanding the respondent or
- (c) temporarily or permanently suspending the respondents certification as a CBCO or BCQ, subject to conditions of the disciplinary committee or
- (d) temporarily or permanently suspending the respondent from the *Association* and cause forfeiture of his/her rights and privileges associated with the Membership.

The Disciplinary Committee shall advise the respondent, in writing, within ten (10) days of the Hearing of the Committee's findings. The respondent may, within fourteen (14) days of the receipt of the Disciplinary Committee's findings, apply to the *Board of Directors* of the *Association* for

permission for a review before the *Board of Directors*. Such a request will be dealt with by the *Board of Directors* within sixty (60) days and if so agreed to be the *Board of Directors*, a rehearing will be held as soon as practical. No further appeal to the *Board of Directors* will be allowed.

In the event that a respondent forfeits their right to use the designations of the *Association*, either temporarily or permanently, and still uses any of the designations in contravention of the Disciplinary Committee's findings, they will again be notified, in writing, and advised to desist. If the respondent then continues to improperly use any of the designations, the *Board of Directors* has the right to advise any persons that it deems appropriate.

ARTICLE 12 - PRACTICE STANDARDS

12.1 Practice Standards and Recommendations

The *Board of Directors* shall be entitled from time to time to issue Practice Standards and Recommendations that shall contain proposed minimum standards and proposed recommendations for the practice of administration and enforcement of building codes regulations by the *Members*.

12.2 Adherence to Practice Standards

Members shall comply with and adhere to all Practice Standards as a minimum required standard of care. Failure by a *Member* to comply with and adhere to Practice Standards shall be a breach of the *Member's* ethical obligations and shall entitle the *Association* to take all action considered appropriate by the *Board of Directors* under the Discipline Procedures set forth in this *By-law*. *Members* shall exercise due care in their practice of administration and enforcement of building codes regulations notwithstanding the minimum standard of care prescribed in the Practice Standards. Compliance with Practice Standards shall be regarded as a minimum standard of care to be practised by *Members* and shall not necessarily be taken to be compliance with all obligations of care required of *Members* under the Code of Ethics and applicable law.

12.3 Observance of Recommendations

Members are encouraged to observe all Practice Recommendations. Compliance with Practice Recommendations shall not necessarily be taken to be compliance with all obligations of care required of *Members* under the Code of Ethics.

12.4 Exposure Drafts

The *Board of Directors* shall publish proposed practice standards and recommendations in Exposure Drafts which shall include a statement of the scope and intention of the proposed practice standards and recommendations and shall set a date by which the *Members* shall provide comments, if any. The Board of Directors shall be entitled to circulate, as many revisions to Exposure Drafts as it shall consider appropriate in order to obtain all relevant comments of the *Members*.

12.5 Approval of Practice Standards and Recommendations

Practice Standards and Recommendations shall be effective on the date that they are approved by the *Members*, which shall not occur until such Practice Standards and Recommendations (or Practice Standards and Recommendations which are substantially similar to the Practice Standards and Recommendations considered by the *Members* in Exposure Drafts) have been circulated among *Members* for comment and such Practice Standards and Recommendations have been approved by not less than two-thirds of the members of the *Board of Directors*.

ARTICLE 13 - NOTICES

13.1 Notice

Any notice, designation, communication, demand or other document (a “notice”) required or permitted to be given to any *Member* or any other person under the *By-laws* shall be in writing and shall be sufficiently given or sent if:

- (a) it is delivered personally, by prepaid overnight courier, or by post to such member or such other person at the last known address set forth in the membership rolls or to such other address as such member or other person has communicated to the Administrator by written notice, or
- (b) it is delivered by fax transmission or email transmission to such member or other person to the last known fax number or email address set forth in the membership rolls, with a copy by regular mail to such member or other such person at the last known address set forth in the membership rolls or to such other fax number, email address or address as such member or other person has communicated to the Administrator by written notice.

13.2 Notice Deemed Received

Any notice delivered personally shall be deemed to have been given and received at the time such notice is so personally delivered. Any notice delivered by courier shall be deemed received on the 2nd business day following the business day that such notice was delivered to the courier. Any notice delivered by post shall be deemed received on the 5th business day following the business day on which such notice is deposited in the post office or public letter box in a prepaid sealed wrapper addressed to the recipient. Any notice transmitted by fax or by email shall be deemed received at the time such notice is so transmitted by fax or email.

13.3 Declaration of Secretary

In absence of evidence to the contrary, the declaration of the Secretary that notice has been given of any meeting shall be sufficient evidence of the giving of such notice.

13.4 Accidental Error

No accidental error or omission in giving notice of any meeting to the *Board of Directors* or any Annual or Special meeting, or any such adjourned meeting, shall invalidate such meeting, or void any proceedings taken thereat; and any person may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

13.5 Signatures to notices

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

13.6 Computation of time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided, be counted in such number of days or other period.

13.7 Proof of Service

A certificate of the Chair of the *Board of Directors* (if any), the President, the Vice-President, the Secretary or the Treasurer or any other officer of the *Association* in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any *Member*, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every *Member*, director, officer or auditor of the *Association*, as the case may be.

ARTICLE 14 - INDEMNITIES

14.1 Indemnity

Every past and present director and officer of the *Association* and other person who has undertaken or is about to undertake any liability on behalf of the *Association*, 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 Association, from and against, (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any civil, criminal or administrative action, suit or proceeding that is brought, commenced or prosecuted against him/her or to which they are otherwise made a party, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of their office or in respect of any such liability, including any amount paid to settle an action or satisfy a judgement or fine paid; and (b) all other costs, charges and expenses that they sustain or incur in relation to the affairs thereof, provided he/she acted honestly and in good faith with a view to the best interests of the Association and in the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing that their conduct was lawful.

14.2 Special Indemnity authorized by Board

The *Board of Directors* may from time to time cause the *Association* to give indemnities to any director or officer of the *Association* or other person who has undertaken or is about to undertake any liability on behalf of the *Association* and to secure such director, officer or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the *Association* by way of security and any action from time to time taken by the *Board of directors* under this section 15.2 shall not require approval or confirmation by the *members*.

14.3 Limited Liability

No director or officer of the *Association* shall be liable for the acts, receipts, neglects or defaults of any other director or officer of the *Association* or of any employee or agent of the *Association* or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the *Association* through the insufficiency or deficiency of title to any property acquired by order of the *Board of Directors* or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the *Association* shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the *Association* or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own act, neglect or default if such act, neglect or default is both willful and wrongful.

14.4 Limited liability

The *Board of Directors* shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the *Association*, except such as have been submitted to and authorized or approved by the *Board of Directors*.

ARTICLE 15 - GENERAL

15.1 Effective date of By-laws

These *By-laws* and any amendments thereto shall take effect immediately upon their adoption by the government members present and voting at the meeting at which the *By-laws* or amendments thereto are being considered.

15.2 Power of Board

The *Board of Directors* of the *Association* may pass *By-laws* to regulate the affairs of the *Association*. Such *By-laws* and any repeal, amendment or re-enactment thereof shall take effect immediately upon the passing thereof, but shall remain in effect only until confirmed at the next

Annual Meeting of the *members*, but no act done or right acquired under any such By-law is prejudicially affected should the *By-law* be rejected, amended or otherwise dealt with.

15.3 If By-law not confirmed

Should a *By-law* not be confirmed, no new *By-law* of the same or like substance has any effect until confirmed at a general meeting of the *Members*.

15.4 Notice

Notice of the passing of a *By-law*, amendment or repeal shall be published in the *Association's* official publication, and shall be made available prior to the next Annual meeting, to those in attendance.

15.5 Amendment of By-laws

The *by-laws* of the *Association* or any of them may be repealed, amended or re-enacted by by-law passed by the board of directors of the *Association* and sanctioned by at least two-thirds of the votes cast at a annual/special general meeting of the *Members* duly called for considering the *by-law*.

Witness the seal of the Association as of this 27TH Day of April 2017.

President
Kinelm Brookes

Secretary
Wade Lewis