

**By-Law
OF
Nova Scotia Home Builders' Association**

A by-law relating generally to the conduct of the affairs of the Nova Scotia Home Builders' Association

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BE IT ENACTED as a By-law of this Association as follows:

GENERAL -

1. **DEFINITIONS** - In this By-law and all other by-laws and resolutions of this Association, unless the context otherwise requires:
 - "Association" means this Provincial Association of the Canadian Home Builders' Association, named the Nova Scotia Home Builders Association.;
 - "Board" means the Board of Directors of this Association and "Director" means a Member of that Board;
 - "Builder" means an individual or the principal of a firm that has a "Builder Membership" under Subsections 7(a) and 7(b).
 - "By-laws" means this by-law and all other by-laws of this Association as amended and which are, from time to time, in force and effect;
 - "CHBA" means the Canadian Home Builders' Association;
 - "Code of Ethics" means the CHBA Code of Ethics;
 - "Constitution" means the incorporating documents of this Association;
 - "Executive Committee" means the Committee of this Association established under section 33 of this By-law;
 - "Executive Officer" means the chief staff officer of this Association;
 - "Industry" means the new home building, residential renovation and development industry;
 - "Meeting of Members" includes an Annual Meeting of Members and a Special Meeting of Members;
 - "National level" means the CHBA, i.e. the Canadian Home Builders' Association;
 - "Local level" means any local branch of the Nova Scotia Home Builders Association.
 - "Provincial level" means the Nova Scotia Home Builders' **Association**
 - "Special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

2. **SEAL AND SYMBOLS -**
 - a) This Association may, but need not, have a corporate seal; if adopted, the seal shall be in the form approved from time to time by the Board.

- b) The Seal of this Association shall remain in the custody of the Executive Officer, or such other person as the Board may determine from time to time.
 - c) The Board may adopt an official emblem, for use by this Association, and all Members of this Association. The Board shall have the Authority to permit or restrict the use of this Association emblem from time to time, as it deems proper.
 - d) The Board may adopt and register Trade Marks for use by this Association and all Members. The Board shall have the authority to permit the use of these Trade Marks subject to such conditions of use as the Board deems proper.
3. **HEAD OFFICE** - The head office of this Association shall be located in the Province of Nova Scotia in Halifax Regional Municipality, Canada.
4. **MISSION** - The Mission of this Association is:
The Nova Scotia Home Builders' Association is the representative voice of the residential construction industry in Nova Scotia. The mission of the Association is to provide professionalism in all aspects of our industry and provide quality, affordable housing choices for Nova Scotians.

5. **NATIONAL OBLIGATIONS** -

- a) This Association shall maintain its status with the National Level , subject to the National Level By-laws.
- b) Each Member shall commit to the CHBA Code of Ethics, as an obligation of membership.
- c) This Association shall, from time to time, advise the National Level of the names and addresses of the current Officers of this Association.

MEMBERSHIP

6. **MEMBERS** - Members shall consist of builders as defined below, subcontractors, or dealers in supplies and services to the housing industry and related trades, members of government and professions, alone or in company with members of related professions and trades, who **adhere voluntarily** to the CHBA Code of Ethics.
7. **CATEGORIES** - Applications for membership shall be subject to a review by the Local Boards.
- a) **Builder Membership** - shall be open to any person, firm or corporation that demonstrates, to the satisfaction of the Local Board, that he/she/it is an experienced new home builder, renovator or developer of residential structures.
 - b) **Builder Defined** - In this By-Law a reference to a builder shall include only those Members of this Association that comply with one or more of the following qualifications at the time the requirement is first applicable:
 - i) A builder is a Member firm, which takes responsibility (from a business and legal standpoint) for the creation or renovation of housing, by way of construction, renovation or land development, and whether for sale, rental, or custom purchase. It includes a Member firm which may not then be active in such undertakings due to local market conditions.

- ii) A builder firm's representative includes an employee, partner or shareholder, who is vested with formal decision-making authority for the fate of the business.
- iii) Where it is unclear whether a Member is a builder within the meaning of this definition, the matter may be referred to the Local Board, by either the applicant or this Association for a ruling.
- c) **Sub-contractor Membership** - shall be open to any person, firm or corporation that demonstrates, to the satisfaction of the Local Board, that he/she/it is a sub-contractor in the industry.
- d) **Supplier, Manufacturer, Service Membership** - shall be open to any person, firm or corporation that demonstrates, to the satisfaction of the Local Board, that he/she/it is engaged in providing some form of service to the industry.
- e) **Financial Membership** - shall be open to any person, firm or corporation that demonstrates, to the satisfaction of the Local Board, that he/she/it is involved in lending related to the industry.
- f) **Honourary Membership** - may be conferred on any person by the Board of this Association, in recognition of exceptional and meritorious service to the industry.
- g) **Life Members** - Life Members are those members that have been granted that status by the Board of this Association, or have been given that status by this By-Law.
- h) **Rights** - Except as otherwise specified in this By-law, all Members are treated equally. Each Member above shall be entitled to one vote, whether person, firm or corporation.

8. **APPLICATIONS** - Applicants for membership shall:

- a) File an application for membership with the Local Association or designated parties. The application shall be accompanied by the amount of the annual membership fee and is subject to review by the Local Board.
- b) In each case the applicants shall agree to observe
 - i) the By-Laws of this Association, and
 - ii) the CHBA Code of Ethics.
- c) Agree to hold this Association, its officers and members harmless with respect to any actions of discipline which may be imposed upon him/her/it as a member.
- d) Applicants shall further agree:
 - i) Where Association-required industry designation programs are in place, to achieve and maintain the required designations;
 - ii) Where an Association-required voluntary workplace health and safety program is available, to participate in this program: and
 - iii) Where the applicant is a new home builder to make available a new home warranty backed by a third party surety for every new home built.
- e) The above conditions also apply to applications for renewal of membership.

9. **ADMISSION**

All local level home builder associations in Nova Scotia which are in good standing with the Canadian Home Builders' Association shall be members of the Association. Other local level home builder associations may be admitted to membership in the Association from time to time by resolution of the Board.

The date of enrolment of new Members shall be the date on which their application is approved by the Local Association.

10. **IDENTIFICATION -**

- a) Members shall be encouraged by this Association to use the Trade Marks or other appropriate graphics as distributed by the National, Provincial and Local levels.
- b) If a Member fails to maintain membership, all certificates and other sources of identification issued by this Association at the National, Provincial and Local levels, to the Member, shall be returned.

11. **FEES -** This Association's portion of the Local membership fees shall be established annually, on the basis of a budget approved for each financial year of this Association by the Board, subject to the approval of the general membership at the Annual Meeting of Members.

- a) The fees for new members enrolled within 2 months of the fiscal year-end of this Association in any year, shall be the full amount of the fees. The fees for new members enrolled between the commencement of the third month to and including the end of the twelve month after the fiscal year-end of this Association shall be prorated on a monthly basis from 10/12ths (3rd month) to 1/12th (12th month) of the full amount of this Association's fees.
- b) There shall be no pro-rating of fees respecting the renewals of Memberships.

12. **END OF MEMBERSHIP -** The rights of a Member lapse when the Membership terminates for any of the following reasons:

- a) The Member dies, or in the case of a corporation, is dissolved;
- b) The Member 's term of Membership expires;
- c) This Association is liquidated or dissolved;
- d) Expulsion, under the terms of these By-laws; or
- e) Resignation: any Member may resign at any time from this Association by submitting a written notice to this effect to the Secretary or Executive Officer, accompanied by payment in full for any fees and assessments owing.

13. **RIGHTS ON TERMINATION -**

- a) This Association may, without notice of any kind, cease communications to and acting on behalf of Members whose fees have not been paid within 6 months of the fiscal year-end of this Association.
- b) Notwithstanding the foregoing, in the event that any Member feels that service has been improperly interrupted, such Member may so advise the Executive Officer and service shall be restored to such Member until such time as the objection has been disposed of by the Board.
- c) Upon any termination of Membership, the rights of the Member, including any rights in the property of this Association, automatically cease to exist.

14. **EXPULSION -** Members may be expelled for non payment of fees by a majority vote of the Board provided all reasonable efforts have been made to collect those fees and the fees remain unpaid within 6 months of the fiscal year end of the association.

BOARD OF DIRECTORS

15. **RESPONSIBILITIES** - The governing body of this Association shall be a Board of Directors (the "Board"). No part of this Association's property may be distributed, directly or indirectly, to a Member, Director or Officer except in furtherance of this Association's activities. Every Director and Officer of this Association in discharging their duties shall

- a) act honestly and in good faith with a view to the best interests of this Association; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, on the evidence available.
- c) The Board shall be responsible for approving this Association's annual budget, fees and the implementation of resolutions and recommendations passed at the Annual Meeting of Members of this Association.

16. **COMPOSITION** - The Board ("the Directors") of this Association shall be composed of the following persons:

- a) The following Officers of this Association, being the President, the First Vice-President, the Second Vice-President, the Treasurer and the Secretary, (the "Elected Officers"), and
- b) The representatives in section 16 shall be the Directors of the Association
- c) The Chairs or, in their absence, the Vice Chairs of any Provincial Standing Committees established pursuant to this By-Law or any predecessor of this By-Law,
- d) The Executive Officer by whatever title known, who shall serve in a non-voting capacity on the Board and on whatever other Association committees to which he/she is named, and
- e) the Immediate Past President.
- f) Each Local Association in good standing shall be entitled to representation on the Board based upon the number of members in the Local association with the following scale:

| Number of Members | Number of Representatives |
|-------------------|---------------------------|
| Up to 25 | 2 |
| 26 to 40 | 3 |
| 41 to 80 | 4 |
| 81 and up | 5 |

17. **TERM OF OFFICE** -

- a) Elected Officers and Directors shall hold Office commencing at the conclusion of the Annual Meeting of Members (the "Annual Meeting") and continuing for two years until the conclusion of the second following Annual Meeting.
- b) No Officer may serve more than two successive terms in the same Office, except the Secretary, the Treasurer, the First Vice-President or Second Vice-President may stand for election by the membership, notwithstanding that they have served two successive terms in the same Office, if their candidacy has been approved by a vote of not less than a majority of the voting members of the Executive Committee.

18. **TO BE ELECTED** - The Officers and Directors to be elected shall consist of

- a) The President, First Vice-President, Second Vice-President, a Secretary and a Treasurer; and
- b) Directors as outlined in 16(f).
- c) To qualify to be elected either as the President or the First Vice-President, a candidate must have been a Member of the Board for at least one full term in the immediately preceding four terms prior to the election of such Officer.

The Elected Officers of this Association (other than the Immediate Past President) shall be elected in accordance with the procedures set down in this By-Law, at the Annual Meeting of Members of this Association.

19. **AUTOMATIC SUCCESSION** - The Office of President shall be automatically assumed without an election by the retiring First Vice-President upon completion of the President's term of Office unless either
 - i) The Board, prior to the Annual Meeting of Members, resolves that the automatic assumption of Office not take place, or,
 - ii) The First Vice-President is unwilling or unable to assume the Office of President.
20. **DUTIES OF PRESIDENT** - The President shall, if present, preside at all meetings of this Association, and its Board. Between meetings the President shall have authority to represent this Association and to act in its name within its declared policies. The President shall be an ex-officio Member of all committees, and shall perform all other duties normally associated with the Office of President.
21. **VICE-PRESIDENTS** -
 - a) The First Vice-President shall, in the absence or incapacity of the President, or upon his/her direction, perform all the duties of the President.
 - b) The Second Vice-President shall generally assist the President. In the absence or incapacity of the President and the First Vice-President, the Second Vice-President shall perform all the duties of the President.
22. **DUTIES OF TREASURER** - The Treasurer shall be responsible for the proper keeping of this Association's accounting records, and for the accounting of all monies collected and disbursed. He/she shall present a financial statement at each meeting of the Board and of the Members, and shall furnish such draft budgets from time to time as may be required.
23. **DUTIES OF SECRETARY** - The Secretary shall perform the duties normally required of the Secretary of similar associations, including among other matters the maintenance of the records of this Association other than those which are the responsibility of other Officers.
24. **REMUNERATION / REIMBURSEMENT** -
 - a) Unless otherwise specified in this By-Law, Members of the Board and elected Officers of this Association shall not receive any remuneration for their services, and under no circumstances shall receive income for personal benefit, provided however that the Directors and elected Officers of this Association may be reimbursed from time to time for their out-of-pocket disbursements incurred on behalf of this Association in accordance with Association policy from time to time.
 - b) The Board policy for reimbursement of Directors and Elected Officers shall be reviewed and if necessary revised by the Board at least once every three years.
 - c) Every Director, Officer or employee of this Association or any other person who has undertaken or is about to undertake any duties or perform any act or deed for or on behalf of this Association, or any company or association or other person or entity associated with or controlled by it, and their heirs, executors, assigns and administrators, and their estates and effects respectively, (the "Indemnified") shall from time to time be indemnified and saved harmless out of the funds of this Association from and against:
 - i) subject to Subsection (ii) below, all costs, charges and expenses whatsoever which such Indemnified sustains or incurs in or about any action, suit or proceedings which is brought, or which is threatened to be brought, commenced or prosecuted against such Indemnified in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Indemnified on behalf of this Association or any company or association or other person or entity associated with or controlled by this Association, and
 - ii) all other costs, charges and expenses which the Indemnified incurs or sustains in or about or in relation to the matters giving rise to the claim for indemnity, except such costs, charges or expenses as are occasioned by the wilful misconduct, neglect or default of the Indemnified.
25. **VACANCIES** - To fill a vacancy occasioned by the death, resignation, incapacity or disability of an Officer or Director,
 - a) the Board may appoint a Member in good standing to serve out the remainder of the term of the Officer or Director replaced.

- b) If there is not a quorum of Directors, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.

26. **POWER TO SUSPEND -**

- a) The Board may suspend or ask for the resignation of any Officer or Director (whether elected or otherwise) of this Association for conduct which, in its judgement, does not support the goals or objectives of this Association or for other just cause.
- b) The Members may, by ordinary resolution passed at a special meeting of members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

27. **DISSENT -** A Director or Officer resigning on principle, or who is removed or asked to resign, may submit written reasons for resigning, or for opposing removal if a meeting is called for that purpose. This Association shall thereupon give notice to the Members of the statement, advising them that the statement is available on request.

ELECTIONS

28. **NOMINATIONS -**

- a) There shall be a Nominating Committee composed of the President or a nominee of the President, the Immediate Past President, the First Vice-President, and two (2) other appointees of the Board. The Chair of the Nominating Committee shall be the President or a nominee of the President.
- b) The role of the Nominating Committee is to assure that at least one qualified and suitable candidate is available for each position, and to the extent practical or possible in the circumstances nominate more than one candidate for each post to be elected.
- c) The Nominating Committee shall meet prior to the Annual Meeting of Members of this Association and shall submit its report to that meeting.
- d) Nominations for Directors and Officers must be made in writing (except for nominations made at the Annual Meeting by parties other than the Nominating Committee), and the willingness and the qualification of the persons nominated to stand for election must be proven to the satisfaction of the presiding Officer, at the time of making the nomination.
- e) Subject to what is set out above, nominations for the Offices of the President (if that Office is not filled by the automatic assumption set out above), First Vice-President, Second Vice-President, Secretary and Treasurer may be made by any Member or by the Nominating Committee at the appointed time at the Annual Meeting of Members. All such nominations shall be moved and seconded, except for nominations made by the Nominating Committee which shall be accepted as reported by that Committee.
- f) Where there is only one nomination for any Office, the person nominated shall be declared elected by acclamation.
- g) Additional nominations may be made by Members from the floor at the Annual Meeting of Members, if duly seconded, and accepted by an eligible candidate.

29. **POLL -**

- a) When there are two or more nominations for any Office, a vote shall be taken by a show of hands of the members present.
- b) A simple plurality of votes shall determine the result of any election.
- c) Subject to what is set out in this By-Law relating to voting, any Member of this Association shall be entitled to vote in person for any Candidate for election, and to vote in person at any Meeting of Members of this Association.

- d) The Immediate Past President of this Association, or if such Officer is unable or unwilling to act, then the preceding Past President of this Association shall act as the Chief Electoral Officer of this Association, or failing either of such persons such other person as the Executive Committee may appoint.

MEETING OF MEMBERS

30. **ANNUAL MEETING OF MEMBERS** - The Annual Meeting of Members of this Association shall be held at a time and place as the Board may decide. In addition to any other matters which may come before the Meeting, the Annual Meeting shall consider the following matters:

- a) The approval of Minutes of the preceding year.
 - b) Matters arising from the Minutes.
 - c) A report by the President summarizing the activities and issues from the just completed year of this Association.
 - d) A report by the First Vice-President summarizing the activities and issues to be dealt with in the coming year.
 - e) Hearing of reports of the other Officers of this Association.
 - f) The approval of the audited financial statements of this Association for the most recent fiscal year.
 - g) The approval of the most recent financial statements of this Association.
 - h) The approval of the proposed Budget for the next fiscal year as proposed by the Board, and the making of any changes to that Budget as may be required under the circumstances (but no such changes may be made retroactively).
 - i) Election of Officers
 - j) The appointment of Auditors.
 - k) Hearing of the report as to the disposition of the prior year's resolutions.
 - l) The consideration and disposition of such resolutions as may be placed before the Meeting.
 - m) The consideration of any changes to be made to this By-Law.
 - n) Tabling of reports of Committees and consideration of the reports.
 - o) Open Forum
 - p) Motions to adjourn.
31. **PARTICIPATION** - At the Annual Meeting of Members or any Special Meeting of Members of this Association, all Members of the Board, all Officers, the Auditor and Solicitor of this Association, and any Member of this Association, shall be entitled to attend and participate in the said Meeting, but voting is restricted to those so entitled.
32. **SPECIAL MEETINGS** - Special Meetings of this Association shall be held at a time and place as determined by the Board or upon a request in writing signed by:
- i) a majority of the Board, or
 - ii) at least 20 of the Members of this Association, provided that a notice specifying the matters to be dealt with at such meeting is also given at the same time as the request is delivered.

The request shall be delivered to the Executive Officer of this Association, or if none to the person carrying on the functions of the Executive Officer of this Association, which person shall forthwith cause a Meeting to be held and shall give at least 30 days' notice to all Members of this Association of the said Special Meeting and the matters to be discussed at that Meeting in the manner set out above. The said Meeting shall be held within 45 days of delivery of the request.

COMMITTEES

33. **EXECUTIVE COMMITTEE** -

- a) The Executive Committee shall assume all of the authority of the Board between Meetings of the Board with the exception of the authority to amend the Constitution and the By-Laws and shall conduct the affairs of this Association in accordance with this Association's Constitution, By-Laws and Policies.
- b) The Executive Committee shall consist of the Elected Officers as defined in this By-Law, together with the Executive Officer and the Immediate Past President.
- c) Meetings may be called by the President, a Vice-President or any two Executive Committee Members at any time.
- d) The quorum shall be 4 Members, exclusive of the Executive Officer.

34 COMPENSATION AND PERSONNEL COMMITTEE

A Compensation and Personnel Committee shall be appointed each year consisting of the President, the Past President, the first Vice-President and the Treasurer, for the purpose of reviewing the Executive Officer's job performance and establishing appropriate compensation for that position. The affairs of this committee shall be strictly confidential and all committee meetings shall be held in camera with the President as chairman.

35 STANDING COMMITTEES - The Board may appoint Standing Committees on an annual basis. Those Standing Committees, if established, may address various subjects (such as technical research, economic research, renovations, education and training, marketing, membership, program and entertainment, liaison and government affairs, publicity and public relations, etc.), as the Board sees fit.

36 COMMITTEES GENERALLY -

- a) In addition to the Standing Committees of this Association, the Board may appoint such special committees from among the membership for such purposes as may seem necessary and expedient.
- b) A Past President's Committee may be formed by the Board and shall have the power to perform special functions, requiring experience in Association affairs, and serve in an advisory capacity to the Board.
- c) All committees shall be governed by the provisions set out in this By-Law, in the absence of a specific provision attaching to such body.
- d) The Terms of Reference relating to any committees shall be established and amended as necessary by the Board, and any such provisions shall have the effect of superseding the provisions of this By-Law where there is a conflict. Where there is no conflict, such body shall be governed by the provisions of this By-Law.
- e) Unless otherwise determined by the Board, all committees shall report regularly to the Executive Officer, and prepare written reports for consideration by the Board.
- f) No Member serving on any committee, including the Executive Committee, shall receive any remuneration for their services and under no circumstances shall receive income for personal benefit. Provided however that the Directors may provide that Members may be reimbursed from time to time for their out-of-pocket disbursements incurred on behalf of this Association in accordance with Association policy from time to time.
- g) The Board shall be authorized to establish and disband committees.
- h) All Committee Chairs shall be appointed by the Board or the Executive Committee.

PROCEDURES FOR MEETINGS

37. NOTICES -

- a) Twenty-one (21) days' notice shall be given of any regular meeting of the Board, unless all Members of the Board consent to the calling of the meeting on such shorter notice or without notice as the case might be. Such consent may be obtained either before or after the meeting. If called by mail, e-mail or fax, a draft agenda of such meetings shall accompany the notice.
- b) Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- c) The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting.
- d) Notice of a general or special Meetings of Members of this Association shall be given to each Member at least sixty (60) days prior to such meeting. Such notice shall be sufficiently given if sent to each Member. Notice of each meeting of Members must remind the Member that he/she has the right to vote in person.
- e) Except as otherwise required by law or by this By-Law, any written notice required for a meeting of the Members, of the Board or of a committee, or any other notice required by this By-Law, may be delivered by fax, e-mail or similar electronic means. If the notice is for a meeting to be held by teleconference or by other electronic means, the notice should so state, and ask whether the recipient consents to the specific means of communication. If more than twenty-five percent (25%) of the eligible participants reply that they withhold consent, then it will be deemed that the meeting has not obtained the minimum percentage of participants needed to approve the holding of the meeting in this way.
- f) Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any special resolution or by-law to be submitted to the meeting.
- g) The accidental omission to give any notice to any Member, Director, Officer, Member of a committee or auditor, or the non-receipt of any notice by any such person or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained.

38 CONDUCT OF MEETINGS GENERALLY - Except as otherwise required by law,

- a) A meeting of the Board or of a committee, may be conducted by teleconference or by other electronic means that permit the participants to communicate adequately with each other and which provide equal access to the technology to be used.
- b) A quorum for any Special Meeting or for the Annual Meeting of Members shall be at least 20 Members of this Association who are in good standing with this Association at the time of the Meeting.
- c) Wherever this By-Law refers to a person being "present", such reference shall include persons who are participating by teleconference or other such electronic means. The Chair of the meeting shall ask the participants to identify themselves by voice, and any person whose participation is so noted shall be counted for the purpose of quorum. Voting shall normally be by voice votes, except where the meeting agrees to dispense with same, or where the Chair chooses to call for a show of hands or a ballot.
- d) Except where otherwise specified in these By-laws, a quorum shall be present when the Chair or other official presiding Officer is present together with at least one half of the Members of the committee. For the purpose of determining quorum at the Board or Executive Committee, a Director or Officer or Committee Member may be present in person, or by teleconference and/or by other electronic means.
- e) At any meeting, if a quorum is present at the opening of the meeting, the meeting may proceed with business even if a quorum is not present throughout the meeting.
- f) The meetings of the Board, the Executive Committee and all Standing Committees, are open to the membership except where the Chair, with the consent of the meeting, declares that the subject-matter warrants that the meeting (or portion thereof) be held *in camera*.

- g) At the Board and the Executive Committee, a resolution in writing, signed by all those entitled to vote on that resolution at a meeting, shall be as valid as if it had been passed at the meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or Executive Committee.
- h) Except as otherwise specified in these By-laws, *Roberts Rules of Order* shall govern all meetings conducted by this Association.

39 **BOARD MEETINGS -**

- a) Meetings of the Board may be called by the President, a Vice-President or any two (2) Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator.
- b) Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.
- c) Special meetings of the Board may be called, upon seven (7) days clear notice by telephone or other electronic means either by:
 - i) The President, or
 - ii) A group consisting of not less than twenty per cent (20%) of the Directors.
- d) Subject to Section 38, meetings of the Board may be held at the registered office of this Association or at any other place as the Board may determine. The Board shall meet as often as is required to administer the affairs of this Association.
- e) Such other experts, advisors, or other persons as the President may request or approve shall also be entitled to attend meetings of the Board.
- f) For any meeting of the Board,
 - i) the quorum shall be 50% of the Board Members.
 - ii) This quorum must include at least 2 Builders.

40 **DECLARATIONS OF INTEREST -** A Director shall disclose in writing to this Association or request to have entered in the minutes of meetings of the Board or of the Executive Committee, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with this Association if the director:

- i) is a party to the contract or transaction,
- ii) is a Director or officer, or an individual acting in a similar capacity, of a party to the contract or transaction or
- iii) has a material interest in a party to the contract or transaction.

Disclosure shall be timely, and a Director so having an interest in a contract or transaction shall not vote on any resolution to approve the contract or transaction.

41 **VOTING -**

- a) Except where otherwise specified by law or these By-laws, all matters shall be determined by a simple majority vote.
- b) At any meeting of the Board, the Executive Committee or the Membership, those entitled to vote may do so, (except where the Executive Officer is a Member, in which case the Executive Officer shall not have a vote) but the presiding officer may vote only in the event of a tie.
- c) No provisions for voting by mail shall be made.

42. **MEMBERS' RESOLUTIONS -**

- a) A Member entitled to vote at an Annual Meeting may submit to this Association notice of any matter that the Member proposes to raise at the Meeting (a "Resolution").
- b) If so requested by the Member, this Association shall include the Resolution in the notice of Meeting and, shall also include a statement by the Member in support of the Resolution and the name and address of the member.

43. **MEMBERS' QUORUM** - A quorum for any general meeting of members shall be 20 of the members in good standing of this Association.

FINANCES

44. **SELF-SUPPORTING** - This Association shall be self-supporting and derive its budget requirements entirely from its Members and such other sources as are approved by the Board.

45. **FISCAL YEAR** - The fiscal year of this Association shall be from September 30th to October 1st.

46. **AUDIT** -

a) There shall be an annual audit of this Association's finances by an independent Chartered Accountant, and this, together with a report from the Treasurer, shall be submitted to the Annual Meeting of Members.

b) The Annual Meeting of Members shall appoint an auditor to examine all books of account, vouchers and other financial records and report thereon to this Association.

47. **SIGNING AUTHORITY** -

a) The Board shall designate those Officers or staff members whose signatures shall be required on all cheques drawn on any bank account of this Association.

b) The Seal shall be affixed to all documents where required or authorized. Such documents shall require the signature of any one of the Officers of this Association, being at the time of passing of this By-Law the following: President, First Vice-President, Second Vice-President, Secretary or Treasurer and the Executive Officer or, when the Office of Executive Officer is vacant, the Acting Executive Officer.

c) Members of the staff and signing persons authorized to handle this Association's funds shall be bonded, at the expense of this Association, in such amount as the Board shall determine.

48. **BANKING** -

a) The banking business of this Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business as the Board may authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of this Association and/or other persons as the Board may by resolution from time to time authorize.

b) Membership fees and other monies collected by this Association shall be placed in a depository selected by the Board and shall be disbursed as the Board may direct.

49. **BORROWING** - The Directors may from time to time borrow money upon the credit of this Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable; and may assign, transfer, convey, hypothecate, mortgage, charge or pledge any property of this Association, real or personal, moveable or immoveable, present or future, including book debts, unpaid calls, rights, power, undertakings, franchises and this Association's own debentures as security for the fulfilment of any liabilities or obligations present or future, of this Association and may empower any person or persons to sell by private or public sale, assign, transfer or convey from time to time any such property, and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of this Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money by another business of this Association.

50. **BOOKS AND RECORDS** -

a) The Books and Records of this Association include: this Association's incorporating documents; By-laws; Minutes of Members' meetings; Minutes of Committee meetings; Members' resolutions; Committee resolutions; debentures, notes or other evidence of indebtedness (secured or unsecured); Directors; Officers; Members; accounting records; Minutes of Directors' meetings; and Directors' resolutions

- b) Any such Member may make such copies as the Member sees fit at the cost of the Member. The right to inspect shall not extend to any personnel files. The right to inspect shall not extend to any confidential files without the written permission of the Board..
- c) Any Member of this Association may inspect any Books and Records of this Association on reasonable notice at the Offices of this Association during normal business hours.
- d) On reasonable notice any Director of this Association may inspect any Books and Records of this Association or any other document which can reasonably be deemed necessary for the Director to make informed decisions as to the affairs of the Association and to act in the best interests of the association.
- e) Access to this Association's Books and Records may be only for ascertaining or participating in the affairs of this Association.
- f) This Association shall take reasonable precautions to prevent loss or inaccuracies in the above Records.

51. **STAFF -**

- a) The Administrative Chief of this Association shall be the Executive Officer.
- b) The Executive Officer shall be empowered to employ a staff adequate to carry on the business of this Association at such rates of compensation deemed fair and proper, within the limitations of the annual budget. Such expenditures in excess of the annual budget must be approved by the Executive Committee, subject to confirmation by the Board. Where a senior staff person is involved, the Executive Officer shall first consult with the Executive Committee.
- c) Any staff member or employee of this Association may be removed by the Executive Officer whenever, in his/her judgement, it is deemed that his/her action best serves the interests of this Association. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Where a senior staff person is involved, the Executive Officer shall first consult with the Executive Committee. For the purposes of clause 51 (b) and (c) "senior staff person" shall include such senior staff as determined by the Board from time to time.
- d) The Executive Officer shall liaise with other Home Builders' Associations, and governments, to further the overall image and identity of this Association, and to provide coordination between levels of this Association, He/she reports to the Executive Committee and the Board.

52. **AMENDMENTS AND DISSOLUTION -**

- a) This By-law may be repealed or amended by special resolution of a regular (or special) general meeting called for this purpose. Notice of the proposed amendment(s) shall be mailed to each of the members at least thirty (30) days prior to the meeting.
- b) This By-Law shall continue in force until a By-Law repealing or amending it shall have been validly passed and confirmed.
- c) This By-Law may be adopted or amended by a special resolution at a Meeting of the Members provided the substance of the proposed amendments shall have been submitted to the Members at least sixty (60) days in advance of the said Meeting, but no notice need be given of any amendments to such proposals made at the Meeting of Members.
- d) No change in any provision of this By-Law shall have the effect of invalidating any act or thing done under any predecessor of this By-Law.
- e) Upon winding up, amalgamation or dissolution of this Association, all assets and accumulated revenue after satisfaction of debts or liabilities, are to be transferred to an organization with similar objectives, and such funds shall be used for promoting its objectives.