

# CONSOLIDATED BY-LAW NO. 1

## Ontario Association of the Appraisal Institute of Canada

### History:

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**TABLE OF CONTENTS**

**CONSOLIDATED BY-LAW NO. 1**

**ONTARIO ASSOCIATION OF THE APPRAISAL INSTITUTE OF CANADA**

**CONSOLIDATED  
BY-LAW NO. 1**..... 1

TABLE OF CONTENTS ..... 2

1. INTERPRETATION ..... 3

2. OBJECTS OF THE ASSOCIATION..... 4

3. HEAD OFFICE ..... 4

4. CUSTODY OF CORPORATE SEAL AND EXECUTION OF DOCUMENTS ..... 4

5. MEMBERSHIP ..... 5

6. MEETINGS OF THE MEMBERS ..... 7

7. BOARD OF DIRECTORS ..... 9

8. NATIONAL BOARD REPRESENTATIVES ..... 12

9. CONFLICT OF INTEREST AND CONFIDENTIALITY ..... 14

10. STANDING COMMITTEES..... 15

11. OFFICERS OF THE ASSOCIATION..... 15

12. PROTECTION OF DIRECTORS AND OFFICERS ..... 16

13. FINANCE..... 17

14. BANKING ARRANGEMENTS ..... 18

15. BORROWING BY THE ASSOCIATION ..... 19

16. THE APPRAISAL INSTITUTE OF CANADA/INSTITUT CANADIEN DES EVALUATEURS..... 19

17. REGULATIONS ..... 19

18. NOTICE ..... 19

19. AMENDMENTS ..... 20

20. REPEAL OF PRIOR BY-LAWS ..... 20

21. EFFECTIVE DATE..... 20

## **BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of Ontario Association of the Appraisal Institute of Canada

BE IT ENACTED as a by-law of Ontario Association of the Appraisal Institute of Canada (the "Association") as follows:

### **1. INTERPRETATION**

#### **1.1 Meaning of Words**

In this by-law and all other by-laws and resolutions of the Association unless the context otherwise requires:

- 1.1.1 The singular includes the plural.
- 1.1.2 The masculine gender includes the feminine.
- 1.1.3 "Annual General Meeting" means the Annual General Meeting of the members of the Association.
- 1.1.4 "Annual National Meeting" means the Annual General Meeting of the Institute.
- 1.1.5 "Association" means Ontario Association of the Appraisal Institute of Canada.
- 1.1.6 "Board of Directors" or "Board" means the board of directors of the Association.
- 1.1.7 "Chapters" means the chapters of the Association referred to in Section 7.7.
- 1.1.8 "Committee" means any committee established by the Board pursuant to Article 9.
- 1.1.9 "Corporations Act" means the Corporations Act, (Ontario), and any statute amending or enacted in substitution therefore, from time to time.
- 1.1.10 "Director" means a member of the Board.
- 1.1.11 "Director-At-Large" means a member of the Board of Directors elected pursuant to Section 7.9.
- 1.1.12 "Documents", includes deeds, mortgages, hypothecs, 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, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- 1.1.13 "Institute" means the Appraisal Institute of Canada/Institut canadien des evaluateurs.
- 1.1.14 "Voting Member" means an individual who has satisfied the requirements of membership as set out herein and who has been admitted by the Board as a Designated Member.
- 1.1.15 "Non-Voting Member" means a Candidate, a Student, an Associate, an Honoree or a Retiree who has satisfied the requirements of membership as set out herein and who has been admitted by the Board.
- 1.1.16 "Member in Good Standing" has the same meaning as given to the term in the By-laws of the Institute.
- 1.1.17 "National Board" means the board of directors of the Appraisal Institute of Canada/Institut canadien des evaluateurs.
- 1.1.18 "National Board Representatives" means the three representatives from Ontario appointed to serve as members of the National Board, elected by the members of the Association pursuant to Section 8.4.
- 1.1.19 "Officers" means the persons who hold the offices enumerated in Section 10.
- 1.1.20 "Regional Director" means a member of the Board of Directors elected from one of the Regions of the Association pursuant to Section 7.9.

- 1.1.21 "Regions" means the regions of the Association referred to in Sections 7.6 and 7.7.
- 1.1.22 "Special Resolution" means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a special general meeting of the members of the Association called for that purpose.

## 1.2 Corporations Act Terms

All terms defined in the Corporations Act have the same meanings in this by-law and other by-laws and resolutions of the Association.

## **2. OBJECTS OF THE ASSOCIATION**

The objects of the Association provided for in Supplementary Letters Patent of the Association are as follows:

- a. To create and maintain an association of real estate appraisers within the Province of Ontario and for that purpose to establish, promote and advance the standards of appraisal, valuation and other consulting services relating to real property of all kinds;
- b. To establish, promote and advance the interests of those engaged in the appraisal, valuation and other consulting services relating to real property of all kinds;
- c. To print and circulate such publications and other material as may seem conducive to the objects of the Association;
- d. To create, stimulate and increase public interest in matters of real property appraisal and valuation;
- e. To co-operate with any organization having similar or like means and objects;
- f. To acquire by purchase, lease or otherwise, land and buildings and all other property, real and personal, which the Association, for the purpose thereof, may, from time to time, think proper to acquire, and which may lawfully be held by it and to resell under lease or sublet, surrender, turn to account or dispose of such property or any part thereof and to erect upon any such land any building and to alter or add to any building erected upon any such land for the purpose of the Association;
- g. To enter into partnership or enter into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction that the Association is authorized to carry on or engage in or any business or transaction capable of being conducted so as to benefit the Association;
- h. To establish and support or aid in the establishment and support of benefits and programs for the benefit of members of the Association;
- i. To establish training and education programs for the members of the Association.

## **3. HEAD OFFICE**

The head office of the Association shall be in the Province of Ontario, and at such place therein as the Board of Directors may from time to time decide.

## **4. CUSTODY OF CORPORATE SEAL AND EXECUTION OF DOCUMENTS**

The corporate seal of the Association shall be in such form as shall be prescribed by the Board of Directors, and shall, at all times, be in the custody of the Secretary-Treasurer at the head office of the Association.

Contracts, documents, or any instruments in writing requiring the signature of the Association may be signed by the President or President-Elect and Secretary/Treasurer or any other designated member approved by the Board of Directors, and may be executed under seal of the Association and all contracts, documents and instruments in writing so signed, shall be binding upon the Association without any further authorization or formality.

The Board of Directors shall have the power from time to time, by resolution, to appoint any officer, or officers, or any other person, or persons, on behalf of the Association either to sign contracts, documents and instruments in writing generally (subject to any restrictions and/or limitations set forth in any such resolution) or to sign specific contracts, documents and instruments, in writing.

## **5. MEMBERSHIP**

### **5.1 Composition**

Membership in the Association shall consist of those members in good standing of the Institute who reside in the Province of Ontario. Membership in the Association shall consist of any one of the classes or categories of membership as set out in the By-laws of the Institute. The classes or categories of membership of the Association shall be the same as the categories of membership provided for in the By-Laws of the Institute.

### **5.2 Loss of Membership**

Any person who ceases to be a member of the Institute shall cease automatically to be a member of the Association.

### **5.3 Eligibility of Members to Hold Elected Office**

- 10.1.1 Voting members may hold elected office as a director or officer of the Association or a Chapter.
- 10.1.2 Non-Voting members may not hold elected office as a director or officer of the Association.
- 10.1.3 Non-Voting Candidate or Retired members may hold elected office as a director or officer of a Chapter save and except for the positions of Chairman and Vice-chairman.
- 10.1.4 Non-Voting Associate, Affiliate or Student members may not hold elected office at any level

### **5.4 Classes.**

- 10.1.1 Subject to the Articles, there shall be two (2) classes of Members in the Association, namely Voting Members and Non-Voting Members. The Board may, by resolution, approve the admission of the members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

## 5.5 Conditions of Membership.

### The following conditions of membership shall apply:

#### 5.5.1 Voting Members

5.5.1.1 Voting membership shall be available to: individuals who hold the grade or rank of Accredited Appraiser Canadian Institute (AACI) or Canadian Residential Appraiser (CRA). (“Designated Members”)

5.5.1.2 Voting Members shall pay dues and registration fees as determined by the Board. Voting Members in Good Standing, shall be entitled to notice of and to attend and vote at meetings of the Members and shall be entitled to one (1) vote at all meetings of the Members. Notwithstanding the foregoing, Voting Members holding the grade or rank of Canadian Residential Appraiser (CRA) shall not be entitled to vote on matters dealing with changes to the requirements for the awarding or withdrawal of the Accredited Appraiser Canadian Institute (AACI) designation.

#### 5.5.2 Non-Voting Members.

5.5.2.1 Non-Voting Membership shall be available to the following persons:

- A) individuals who have not yet completed the requirements for any designation, but are enrolled in the Institute’s program of professional studies and who meets the minimum requirements as established by the Board (“**Candidates**”).
- B) individuals who, at the time of their application for Non-Voting membership to the Institute, are enrolled as a full or part-time student in a recognized course of study but have not yet met the requirements for Non-voting membership as a Candidate or have not yet applied as a Candidate (“**Students**”).
- C) individuals who wish to become a Non-Voting Member of the Institute and do not qualify as Candidates or Students (“**Associates**”).
- D) individuals who have been granted an AACI (Hon) in accordance with policies adopted by resolution of the Board (“**Honorees**”).
- E) Voting Members who are Members in Good Standing, who have retired from active practice and have made a written request to the Institute to cease being a Voting Member and to be admitted as a Non-Voting Member (“**Retirees**”).

## 5.6 Liability of members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Association.

## 5.7 Transfer of Membership

Except for the transfer of membership from one class to another as otherwise provided in the by-laws of the Institute, if at all, a membership in the Association is not transferable.

## 5.8 Revocation of Membership

Any member may be expelled from the Association for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at an annual or other special general meeting of members.

## 5.9 Termination of Membership

A membership in the Association automatically terminates upon the happening of any of the following events:

- 5.9.1 If the person loses his or her membership pursuant to Section 5.2;
- 5.9.2 If the member dies;
- 5.9.3 If a person is expelled from the Association pursuant to section 5.7; or
- 5.9.4 If an assessment under the authority of section 5.9 remains unpaid for more than thirty (30) days after such assessment becomes due and payable.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 5.10 prior to termination of the membership.

## 5.10 Membership Dues

Membership dues (“assessments”) may only be levied if authorized by resolution of the members of the Association as provided

for in Sections 13.2 and 13.2.

## **6. MEETINGS OF THE MEMBERS**

### **6.1 Annual General Meetings**

6.1.1 The Annual General Meeting of the members of the Association shall be held at a place in the Province of Ontario or outside of the Province of Ontario subject to Supplementary Letters Patent and on such date, not to be later than six months after the fiscal year end of the Association, in each year as the Board of Directors may by resolution determine. Meetings should be held consistently at the same time each year, so as to avoid inconsistencies in the length of terms of office.

6.1.2 The Annual General Meeting of the members shall be held for the purpose of:

- (a) hearing and receiving the reports and statements required by the Corporations Act to be read at and laid before the Association at an annual meeting;
- (b) electing such directors as are to be elected at such annual meeting;
- (c) appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor; and
- (d) the transaction of any other business properly brought before the meeting.

### **6.2 Notice of Motion at Annual or Special General Meetings**

#### **6.2.1 Notice of Motion**

Any member in good standing wishing to bring business before an Annual General Meeting must submit the motion in writing to the Secretary-Treasurer of the Association, forty (40) days in advance of the meeting. A motion must include the signature of the member submitting the motion, date of motion, a seconder, who must also be a member in good standing, and a rationale for the motion.

#### **6.2.2 Motion of Direction**

Any member in good standing may present a motion of direction at the Annual General Meeting to the Board. If duly seconded and approved by a majority of members present, the motion of direction shall be received and directed by the Board to the appropriate committee, which shall report to the Board of Directors for its consideration. The results of the Board's deliberation shall be disseminated to the membership within sixty (60) days of the Board meeting at which the matter was considered and no later than the next Annual General Meeting. If the subject of a motion of direction is not approved by the Board, the same subject may not form part of a new motion of direction for a period of three (3) years from the date of the Board's deliberation.

### **6.3 Special General Meetings**

6.3.1 Special general meetings of the Association may be held upon the call of the Board of Directors or the President at any time and place in the Province of Ontario.

6.3.2 The Chair shall call a special general meeting upon receipt of a written and signed request from at least one-tenth of the voting members of the Association within ninety (90) days after the filing of such request with the Secretary-Treasurer.

6.3.3 The business to be transacted at a special general meeting shall be stated in the notice.

### **6.4 Notice**

A notice, stating the day, hour and place of an Annual General Meeting or Special General Meeting and the general nature of the business to be transacted shall be served either personally or by sending such notice to each voting member through the post, or via electronic means at least thirty (30) days prior to the meeting, to the last email address or mailing address of each member known to the Secretary-Treasurer. Such notice may be in the form of an announcement in a publication of the Association.

### **6.5 Irregularities**

The accidental non-receipt of any notice by a voting member, shall not invalidate any resolution passed or any proceedings taken at such meeting.

### **6.6 Chair**

The President shall chair all meetings of the Association and the Board of Directors. In the absence of the President, the

President-Elect shall exercise the office of the Chair. In the absence of the President or President-Elect, a Chair shall be elected from among the members present at the meeting.

## 6.7 **Adjournment**

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

## 6.8 **Quorum**

Fifteen (15) voting members who are members in good standing present in person or by proxy constitute a quorum for the transaction of business at all Annual or Special meetings of the Association.

## 6.9 **Voting**

- 6.9.1 Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Association, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote.
- 6.9.2 At all meetings of members every question shall be decided by a show of hands unless otherwise required by a by-law of the Association or unless a poll is required by the Chair or requested by any member entitled to vote. Upon a show of hands, every member entitled to vote, or proxyholder for a member entitled to vote, present in person shall have one vote. In case of an equality of votes, the Chair shall both, on a show of hands and upon a poll, have the casting vote in addition to the vote or votes that the Chair may have as proxy for any other member or members.
- 6.9.3 At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or defeated unanimously or by a particular majority, and an entry in the minutes of the meeting of the members to that effect shall be prima facie evidence of that fact.
- 6.9.4 In the absence of the President or President-Elect, those members of the Association present and entitled to vote shall choose another member of the Board of Directors as Chair but if no member of the Board of Directors is present, or if all members of the Board of Directors decline to take the chair, then the voting members of the Association present shall choose one of the voting members present to be Chair.
- 6.9.5 If at any meeting a poll is demanded on the election of a Chair, or on the question of adjournment, it shall be taken forthwith without adjournment.
- 6.9.6 If at any meeting a poll is demanded on any other question, it shall be taken in such manner and either at once or after adjournment as the Chair directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.9.7 A demand for a poll may be withdrawn at any time prior to the taking of the poll.

## 6.10 **Proxies**

- 6.10.1 Votes may be given either personally or by proxy at any Annual or Special Membership meeting. At every meeting at which a member is entitled to vote, every voting member of the Association present in person shall have one vote on a show of hands. Upon a poll at which a member is entitled to vote, every voting member of the Association present in person shall have one vote, and in addition may have one additional vote for every proxy held by the member.
- 6.10.2 Any voting member of the Association may appoint a proxy. A member who has appointed a proxy, and then attends the meeting for which the proxy was appointed must refrain from voting at the meeting for which the proxy was appointed. Alternatively, the member must advise the appointed proxy and the Secretary-Treasurer, in writing, prior to the commencement of the meeting that s(he) wishes to withdraw the proxy. The Secretary-Treasurer will immediately adjust the register of proxies prior to the meeting.
- 6.10.3 **Filing of Proxy**

Each instrument appointing a proxy shall be filed with the Secretary-Treasurer of the Association not less than twenty-four (24) hours before the meeting takes place, or any adjournment thereof, and proxies shall be verified by the Secretary-Treasurer prior to such meeting being opened; further the post office cancellation mark on the envelope, or receipt date on a facsimile transmission, shall be deemed to be the date of filing with the Secretary-Treasurer of the Association.
- 6.10.4 **Form of Proxy**



An instrument appointing a proxy shall be in writing under the hand of the member or his attorney duly authorized in writing.

#### **6.11 Rules of Order**

All meetings of the members of the Association shall be conducted in accordance with Robert's Rules of Order.

#### **6.12 Written Resolutions**

Subject to the Corporations Act, a resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members or Committee of Members is as valid as if it had been passed at a meeting of Members or Committee of Members called, constituted and held for that purpose.

### **7. BOARD OF DIRECTORS**

#### **7.1 Board**

Subject to the provisions of any Special Resolution changing the number of directors, the affairs of the Association shall be managed by a Board composed of two (2) ex officio directors and nine (9) elected directors.

#### **7.2 Elected Directors**

7.2.1 Elected directors subject to the provisions of Section 7.5 shall be elected in the manner set out in Section 7.10 each of whom, subject to the provisions of the letters patent and the supplementary letters patent of the Association, shall hold office until the second annual meeting after election to office and until the successor of the director has been elected and qualified.

7.2.2 Seven (7) of the elected directors will be appointed to represent the Regions in the Association and two (2) of the elected directors will be directors at large One of the directors at large will be elected from Region 3 and one of the directors at large will be elected from outside of Region 3.

#### **7.3 Ex Officio Directors**

In addition to the members of the Board of Directors who are elected the following persons shall be ex-officio members of the Board of Directors with full voting privileges in all matters:

- a) the President of the Association;
- b) the immediate past President of the Association

#### **7.4 Qualifications**

The qualifications of a member of the Board of Directors shall be that he or she is a member in good standing, holds the grade or rank of either Accredited Appraiser Canadian Institute (AACI), Professional Appraiser (P.App), Professional Valuator (P.Val) or Canadian Residential Appraiser (CRA), be at least eighteen (18) years of age and not be an undischarged bankrupt or a mentally incompetent person. If a person ceases to be a member of the Association who is qualified by the terms of this Section 7.4 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a director and the vacancy so created may be filled in the manner prescribed in Section 7.12.

#### **7.5 Responsibilities**

7.6.1 The property, funds and affairs of the Association shall be managed by the Board of Directors.

7.6.2 The Board of Directors shall supervise the management of the Association; shall actively pursue the objects of the Association and shall oversee the Association's financial affairs. The Board shall prepare and approve a budget for the each fiscal year at least thirty (30) days prior to the start of the next fiscal year.

7.6.3 In contributing to the achievement of the responsibilities of the Board as a whole, each member of the Board shall conduct himself or herself in accordance with the responsibilities of individual Board members set out in Schedule "A" hereto, as amended by the Board from time to time.

#### **7.6 Regions**

The Board of Directors has the right to establish and otherwise deal with the seven (7) Regions of the Association.

#### **7.7 Chapters**

7.7.1 The Board of Directors shall have the authority to establish, disband, disassociate, combine, subdivide or otherwise deal with the Chapters. The Board of Directors may from time to time approve regulations to govern the organization, management and activities of the Chapters. The Chapters shall at all times be accountable to the Board of Directors.

7.7.2 The Chapters shall be divided into the 7(seven) Regions, as defined by Regulation 1 Governing Chapters, based upon policy established by the Board which may be amended from time to time

#### 7.8 **Representation of Regions on Board**

7.8.1 Each Region in the Association shall be represented on the Board of Directors by one member who shall also be a member ex-officio of each Chapter Executive of the Chapters in that Region.

7.8.2 If a Region's Board member shall be elected President of the Association or be elected to the National Board, that member will cease to be a Regional Director and the Region shall elect a new member to represent it. In such event, an election shall be held for that Region utilizing the same process in Section 7.10 to elect a new member to the Board.

#### 7.9 **Election of Directors**

##### 7.9.1 **Nomination Forms**

Not less than one hundred (100) days prior to the Annual General Meeting, the Secretary-Treasurer shall send to each member of the Association, nomination forms, asking for proposed nominations for election to the Board of Directors. The consent of the nominees to accept the nomination shall be secured in writing and must accompany the written nomination.

All nominations must be received by the Secretary-Treasurer no less than ninety (90) days prior to the Annual General Meeting.

In any year, a member may only accept nomination as a nominee for election as a Director or as a nominee for election as a National Board Representative.

##### 7.9.2 **Election of Regional Directors**

A Regional Director may only be nominated by members from that Region. A Regional Director must be from the Region he or she represents.

In the event of more than one nominee accepting nomination within a Region it will be the responsibility of the Association to conduct an election.

If no nominations are received for a Regional Director in a Region, the Board may nominate a nominee for election as a Regional Director to that Region. If the Board fails to nominate a nominee for election as a Regional Director to that Region, the Chair at the Annual General Meeting shall accept nominations from the floor for election as a Regional Director to that Region. If no such nominations from the floor are received, the Board will be reduced for that year by a Special Resolution.

##### 7.9.3 **Election of Director-At-Large**

One (1) Director-At-Large may be nominated by any member from Region 3 of the Association. One Director-At-Large may be nominated by any member from outside of Region 3 of the Association. In the event more nominees accept nomination than the number to be elected, it will be the responsibility of the Association to conduct an election.

If an insufficient number of nominations are received for the number of Directors-At-Large to be elected, the Board may nominate nominee(s) for election as Directors-At-Large to fill the vacancy or vacancies, as applicable. If the Board fails to nominate nominee(s) for election as Directors-At-Large, the Chair at the Annual General Meeting shall accept nominations from the floor for election as a Director-At-Large to fill such vacancies. If no such nominations from the floor are received, the Board will be reduced for that year by a Special Resolution.

##### 7.9.4 **Ballot Distribution**

Not less than seventy-five (75) days prior to the Annual General Meeting, a ballot containing the names of the nominees, shall be sent by the Secretary-Treasurer of the Association by prepaid post or by electronic format to each voting member.

##### 7.9.5 **Ballot Return Deadline**

Completed ballots shall be returned to the Secretary-Treasurer of the Association either by mail, by courier or by electronic format, so that they reach the Secretary-Treasurer before 12 o'clock noon on the fiftieth (50<sup>th</sup>) day before the Annual General Meeting.

##### 7.9.6 **Tabulation of Ballots & Scrutineers**

The Secretary-Treasurer of the Association shall make a tabulation of the ballots and report the results of the voting. Ballots not conforming to the election process, as set out in these By-laws, will be declared null and void. If requested by the Board, scrutineers shall be appointed by the Board, to verify and attest to the results of the balloting.

#### **7.9.7 Declaration of Election**

The member receiving the highest number of votes from the members in a Region shall be declared elected as a Regional Director. The two (2) members (or the number of vacancies then to be filled) receiving the highest number of votes from the members shall be declared elected as the Directors-At-Large. If there is a tie-vote, the election shall be decided by a draw conducted by the Secretary-Treasurer in the presence of a member of the Board. The election declaration shall be completed not less than forty (40) days prior to the Annual General Meeting.

#### **7.9.8 Reporting of Election**

The Secretary-Treasurer of the Association shall report the results of the voting to the Board of Directors, and to the Chapters of the Association not less than thirty (30) days prior to the Annual General Meeting.

#### **7.9.9 Confirmation of Election**

The final report of the election shall be submitted to the Annual General Meeting, and the slate so reported shall be confirmed elected by the members and no member shall be elected until such confirmation has taken place.

#### **7.9.10 Eligibility for Re-election**

Every retiring member of the Board of Directors shall be eligible for re-election.

### **7.10 Term of Office**

For the purpose of staggering the two (2) year term of Regional Directors, Regions 1, 3, 5 and 7 shall elect directors in odd numbered years and Regions 2, 4 and 6 shall elect directors on even numbered years. The two (2) Directors-At-Large shall have a term of office of two (2) years on a staggered basis.

The members of the Board of Directors shall continue in office until their successors are elected or appointed in accordance with the provision of these By-Laws.

### **7.11 Vacancies**

If a vacancy occurs on the Board by virtue of the death, resignation, removal or ineligibility of a Director, the Board of Directors shall have the power, so long as a quorum of the directors remains in office, to appoint another voting member (from that Region, if the vacancy relates to a Regional Director) to serve the balance of the term or until the next election of directors, whichever shall be less.

If no quorum of directors exists, the remaining directors shall forthwith call a Special General Meeting of Members to fill the vacancies on the Board.

### **7.12 Removal from Office**

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any eligible person in the place and stead of the person removed for the remainder of term of the removed director.

### **7.13 Responsibility for Acts**

The directors for the time being of the Association 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 shall have been submitted to and authorized or approved by the Board.

### **7.14 Meetings of the Board of Directors**

#### **7.14.1 Calling Meetings**

Meetings of the Board may be held at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, the President-Elect or any five (5) directors.

#### **7.14.2 Notice of Meetings**

Subject to the provisions of Section 7.15.3 notice of Board meetings shall be delivered electronically, mailed or telephoned to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

#### **7.14.3 Regular Meetings**

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. Meetings of the Board shall be held at least twice every twelve months. The Board shall hold a meeting within seven (7) days following the Annual General Meeting of the Association for the purpose of organization, the election and appointment of officers and the transaction of any other business.

#### **7.14.4 Meetings by Electronic Conference**

If all persons who are members of the Board or a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

#### **7.14.5 Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote. The Chair shall not vote. In the case of an equality of votes, however, the Chair shall have the casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

#### **7.14.6 Written Resolutions**

Subject to the Corporations Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors, is as valid as if it had been passed at a meeting of Directors or Committee of Directors called, constituted and held for that purpose.

#### **7.14.7 Waiver**

Any irregularity in any notice of a Meeting of the Board of Directors may be waived by the Director concerned.

#### **7.14.8 Quorum**

A simple majority shall constitute a quorum for the transaction of business at any meeting of the Board of Directors and at any Standing or Ad Hoc Committee meeting.

#### **7.14.9 Adjournment**

The Chair may, with the consent of any Meeting of the Board of Directors, adjourn the same from time to time, and no Notice of such adjournment need be given to the members of the Board of Directors. Any business may be brought before or dealt with at any adjourned Meeting which might have been brought before or dealt with at the original Meeting in accordance with the Notice calling the same.

#### **7.15 Public Relations**

The Board may give authority to one or more Board members, officers or employees of the Association to make statements to the news media or public about matters brought before the Board.

### **8. NATIONAL BOARD REPRESENTATIVES**

#### **8.1 Appointment**

Ontario members of the Association shall appoint three (3) representatives to the National Board, or such other number as prescribed by the bylaws of the Institute.

## **8.2 Election**

8.2.1 The National Board Representatives, subject to the provisions of Section 8.3, shall be elected in the manner set out in Section 8.4, each of whom shall hold office until the second annual meeting after election to office and until the successor of the National Board Representative has been elected and qualified.

8.2.2 Each of the National Board Representatives must come from a different Chapter.

8.2.3 The Association may charge the Institute an annual fee of \$1,000 (or such other sum as determined by the Board from time to time) to reimburse the Association for its costs in conducting the election for National Board Representatives.

## **8.3 Qualifications**

The qualifications of a National Board Representative shall be that he or she is a member in good standing holds the grade or rank of either Accredited Appraiser Canadian Institute (AACI), Professional Appraiser (P.App), Professional Valuator (P.Val) or Canadian Residential Appraiser (CRA), be at least eighteen (18) years of age and not be an undischarged bankrupt or a mentally incompetent person. If a person ceases to be a member of the Association who is qualified by the terms of this Section 8.3 to hold office, or becomes bankrupt or a mentally incompetent person, the person thereupon ceases to be a National Board Representative and the vacancy so created may be filled in the manner prescribed in Section 8.6

## **8.4 Election of National Board Representatives**

### **8.4.1 Nomination Forms**

Not less than one hundred (100) days prior to the Annual General Meeting, the Secretary-Treasurer shall send to each member of the Association, nomination forms, asking for proposed nominations for election as National Board Representatives. The consent of the nominees to accept the nomination shall be secured in writing and must accompany the written nomination.

All nominations must be received by the Secretary-Treasurer no less than ninety (90) days prior to the Annual General Meeting.

In any year, a member may only accept nomination as a nominee for election as a Director or as a nominee for election as a National Board Representative.

### **8.4.2 Election**

National Board Representatives may be nominated by any members of the Association. In the event of more than three nominees (or the number of vacancies then to be filled) accepting nomination as a National Board Representative, it will be the responsibility of the Association to conduct an election.

If there are not sufficient nominations to fill the number of vacancies for election as a National Board Representative, the Board may nominate nominee(s) for such vacancies for election as National Board Representatives. If the Board fails to nominate nominee(s) for such vacancies for election as National Board Representatives, the Chair at the Annual General Meeting shall accept nominations from the floor for election as National Board Representatives.

### **8.4.3 Ballot Distribution**

Not less than seventy-five (75) days prior to the Annual General Meeting, a ballot containing the names of the nominees, shall be sent by the Secretary-Treasurer of the Association by prepaid post by electronic format to each voting member.

### **8.4.4 Ballot Return Deadline**

Completed ballots shall be returned to the Secretary-Treasurer of the Association either by mail, by courier by electronic format, so that they reach the Secretary-Treasurer before 12 o'clock noon on the fiftieth (50<sup>th</sup>) day before the Annual General Meeting.

### **8.4.5 Tabulation of Ballots & Scrutineers**

The Secretary-Treasurer of the Association shall make a tabulation of the ballots and report the results of the voting. Ballots not conforming to the election process, as set out in these By-laws, will be declared null and void. If requested by the Board, scrutineers shall be appointed by the Board, to verify and attest to the results of the balloting.

### **8.4.6 Declaration of Election**

The three (3) members (or the number of vacancies then to be filled) receiving the highest number of votes

from the members shall be declared elected as the National Board Representatives; provided, however, that each National Board Representative must be from a different Chapter and once a National Board Representative from a Chapter has been declared elected (by receiving the highest number of votes), the other nominee(s), if any, from the same Chapter will not be entitled to be elected notwithstanding that they may receive more votes than a member declared elected from another Chapter. If there is a tie-vote, the election shall be decided by a draw conducted by the Secretary-Treasurer in the presence of a member of the Board. The election declaration shall be completed not less than forty (40) days prior to the Annual General Meeting.

#### **8.4.7 Reporting of Election**

The Secretary-Treasurer of the Association shall report the results of the voting to the Board of Directors, and to the Chapters of the Association not less than thirty (30) days prior to the Annual General Meeting.

#### **8.4.8 Confirmation of Election**

The final report of the election shall be submitted to the Annual General Meeting, and the slate so reported shall be confirmed elected by the members and no member shall be elected until such confirmation has taken place.

#### **8.4.9 Eligibility for Re-election**

Every retiring National Board Representative shall be eligible for re-election.

### **8.5 Term of Office**

Subject to Section 8.2.3, the National Board Representatives shall have a term of office of two (2) years on a staggered basis. The National Board Representatives shall continue in office until their successors are elected or appointed in accordance with the provision of these By-Laws.

### **8.6 Vacancies**

If a vacancy occurs among the National Board Representatives by virtue of the death, resignation, removal or ineligibility of a National Board Representative, the Board of Directors shall have the power, so long as a quorum of the directors remains in office, to appoint another voting member to serve the balance of the term or until the next election of National Board Representatives, whichever shall be less.

### **8.7 Removal from Office**

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any National Board Representative before the expiration of the term of office, and may, by a majority of the votes cast at that meeting, elect any eligible person in the place and stead of the person removed for the remainder of term of the removed National Board Representative.

### **8.8 Guests at Board Meetings**

The Board may from time to time invite any of the National Board Representatives to attend meetings of the Board as guests.

## **9. CONFLICT OF INTEREST AND CONFIDENTIALITY**

### **9.1 Conflict of Interest**

9.1.1 Every director who is in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with the Association shall declare his or her interest at a meeting of the directors.

9.1.2 In the case of a proposed contract or transaction, the declaration referred to in subsection (1) above shall be made at the meeting of the directors at which the question of entering into the contract or transaction is first taken into consideration or, if the directors is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the directors held after he or she becomes so interested, and, in a case where the director becomes interested in a contract or transaction after it is made, the declaration shall be made at the first meeting of the directors held after he or she becomes so interested.

9.1.3 A general notice given to the directors by a director to the effect that he or she is to be regarded as interested in any contract or transaction or proposed contract or transaction made with any other association, agency, institution, public authority or person, shall be deemed to be a sufficient declaration of interest in relation to a contract or transaction so made, but no such notice is effective until it is given at a meeting of the directors or

the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given.

- 9.1.4 If a director has made a declaration of his or her interest in a proposed contract or transaction or a contract or transaction in compliance with the provisions of this section and has not voted in respect of the contract or transaction, the director is not accountable to the Association or to any of its members or creditors for any profit realized from the contract or transaction, and the contract is not voidable by reason only of the director holding that office or the fiduciary relationship thereby established.
- 9.1.5 Despite anything to the contrary in this section, a director is not accountable to the Association or to any of its members or creditors for any profit realized from such contract or transaction and the contract is not by reason only of the director's interest therein voidable if it is confirmed by the majority of the votes cast at a general meeting of the members duly called for that purpose and if the director's interest in the contract or transaction is declared in the notice calling the meeting.
- 9.1.6 Neither directors nor their families shall enter into any proposed contract or transaction or contract or transaction with the Association, unless:
- (a) they enter a competitive bid in writing; and
  - (b) the director has, in accordance with the foregoing provisions, declared his or her interest in the contract or transaction and refrained from voting on the matter.

## 9.2 **Confidentiality**

Every Board member, officer, and employee of the Association shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of the employee's employment.

## **10. STANDING COMMITTEES**

There may be such Committees for such purposes as the Board may determine from time to time by resolution. Resolutions to establish standing committees must include specific terms of reference, which may be amended by the Board from time to time. The President and the President-Elect shall be members ex-officio of all Committees, and shall have a vote.

## **11. OFFICERS OF THE ASSOCIATION**

### 11.1 **Composition**

- 11.1.1 The Officers of the Association shall consist of a President, a President-Elect, and a Secretary-Treasurer.
- 11.1.2 The Board of Directors shall annually from its members appoint the President and the President-Elect.
- 11.1.3 In the event the President is unable to continue in office and in the event the President-Elect is unable or unwilling to accept the office, an emergency meeting of the Board of Directors shall be called for the purpose of electing a President *pro tem* from among the Directors.
- 11.1.4 The Executive Director of the Association shall be ex-officio the Secretary-Treasurer.

### 11.2 **Duties of Officers**

#### 11.2.1 **President**

The President shall be the elected chief executive officer of the Association. The President shall preside at all meetings of members of the Association and the Board of Directors. The President shall be responsible for the general management of the business of the Association. The President shall see that all orders, resolutions and regulations of the Board of Directors are carried into effect.

#### 11.2.2 **President-Elect**

The President-Elect, in the absence or disability of the President, shall perform the duties and exercise the powers of the President, and shall perform such other or related duties as may be directed by the Board of Directors.

#### 11.2.3 **Secretary-Treasurer**

The Secretary-Treasurer shall attend all meetings of the Board of Directors, and all meetings of the members of the Association, and shall act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary-Treasurer shall give or cause to be given, notice of all meetings of the members, and of the Board of Directors. The Secretary-Treasurer shall have charge of all books and documents of the Association.

The Secretary-Treasurer shall have the care and custody of all funds and securities of the Association and shall deposit the same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Directors may direct. Unless otherwise provided by resolution of the Board of Directors, shall sign all cheques, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same under the direction of the Board of Directors. The Secretary-Treasurer shall, at all reasonable times, exhibit the books and accounts to any member of the Board of Directors upon application at the office of the Association during business hours. The Secretary-Treasurer shall sign and countersign such instruments as required, and shall perform such other related duties incident to the office or that are properly required by the Board of Directors.

### 11.3 **Term of Office**

#### 11.3.1 **President**

The President shall hold office for approximately one (1) year or until the conclusion of the next Annual General Meeting. The office of President shall be filled by the President-Elect when the office of President becomes vacant.

In the event the President-Elect declines to assume that office, or for any reason the President-Elect is disqualified from doing so, the Board of Directors shall elect from among its members a President.

The Board of Directors may extend the term of office for an incumbent President for a second one-year term. A simple majority of affirmative votes cast by the Board of Directors shall result in the President remaining in office for a second one-year term.

The President shall not serve more than two (2) consecutive one-year terms.

#### 11.3.2 **President-Elect**

At the first meeting following each Annual General Meeting, the Board of Directors shall elect from among the Directors, a President-Elect.

#### 11.3.3 **Officers**

Unless specified otherwise, within these by-laws, the term of office for all Officers of the Association shall be one (1) year or until the conclusion of the next Annual General Meeting of the membership.

### 11.4 **Executive Director**

The Board of Directors shall employ a salaried staff person having the title of Executive Director or such other title as Board of Directors shall designate. That person shall employ, terminate and discipline staff. Also, that person shall recommend staff compensation to the Board of Directors, and shall manage and direct all administrative functions and activities of the Association and perform such other duties as may be specified by the Board of Directors. The Executive Director shall assume the responsibilities and duties of the Secretary-Treasurer of the Association.

## **12. PROTECTION OF DIRECTORS AND OFFICERS**

### 12.1 **Directors and Officers Not Liable**

Except as otherwise provided in any legislation or law, no Director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, 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 monies, 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 the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own failure to act honestly and in good faith in the performance of the duties of office, or other willful neglect or default.

### 12.2 **Pre-Indemnity Considerations**

Before giving approval to the indemnities provided in Section 12.3, or purchasing insurance provided in Section 12.4 the Board



shall consider:

- 12.2.1 The degree of risk to which the director or officer is or may be exposed.
- 12.2.2 Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance.
- 12.2.3 Whether the amount or cost of the insurance is reasonable in relation to the risk.
- 12.2.4 Whether the cost of the insurance is reasonable in relation to the revenue available.
- 12.2.5 Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

### **12.3 Indemnification of Officers and Directors**

Upon approval by the Board from time to time, every Director and officer of the Association and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Association or any Association controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- 12.3.1 All costs, charges and expenses whatsoever which such Director, officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, officer, committee member or other person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
- 12.3.2 All other costs, charges and expenses which the Director, officer, committee member or other person sustains or incurs in or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other willful neglect or default.

The Association shall also, upon approval by the Board from time to time, indemnify any such person in such other circumstances as any legislation or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

### **12.4 Insurance**

Upon approval by the Board from time to time, the Association shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Association against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Association, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Association.

## **13. FINANCE**

### **13.1 Remuneration**

- 13.1.1 No remuneration shall be paid to any member of the Board of Directors as such, but the Board of Directors may authorize payment to members of the Board of Directors of such amounts sufficient to pay their actual reasonable and proper expenses in going to, remaining at, and returning from meetings of the Board of Directors.
- 13.1.2 The Board of Directors may also award special remuneration to any officer, employee, Director, or member of the Association, for the special services undertaken on behalf of the Association other than routine work ordinarily required.
- 13.1.3 An honorarium may be paid to the President of the Association or for his benefit to some other person, firm or Association. The amount of such honorarium is to be determined by the Board of Directors.

### **13.2 Annual Dues and Administrative Fees**

- 13.2.1 Subject to approval by the voting members of the Association, the Board of Directors shall have the power from time to time to fix and establish the annual dues payable by members.
- 13.2.2 Annual dues shall be payable on the first day of October of each year.
- 13.2.3 The Board of Directors shall have the power to fix such administrative fees as are deemed expedient for the day-to-day operation of the Association excepting those fees and dues which are set forth in Article VII, 6 in

the Bylaws of the Institute.

### 13.3 **Special Assessments or Levies**

- 13.3.1 When required to maintain or further the interests of the Association, the Board of Directors may levy a special assessment upon members as it may deem appropriate, and may require payment of such levies as a condition of maintaining the membership of a member in good standing in the Association.
- 13.3.2 Notice of any special assessments or levy shall be sent to each member at the address on record in the office of the Association not less than thirty (30) days prior to it becoming due and payable.

### 13.4 **Auditors**

- 13.4.1 Auditors shall be appointed for the ensuing year at the Annual General Meeting of the Association.
- 13.4.2 The auditors so appointed shall examine the books and accounts of the Association and submit their report, in writing, to the Annual General Meeting of the Association.

### 13.5 **Fiscal Year**

The fiscal year of the Association shall end on December 31st of each year.

### 13.6 **Execution of Instruments**

- 13.6.1 All funds and securities received shall be deposited in such bank or trust companies or safety deposit vaults as the Board of Directors may designate.
- 13.6.2 All cheques for payment shall be signed by the signing officers as designated by the Board of Directors.

### 13.7 **Books and Records**

The Board shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute are regularly and properly kept.

## **14. BANKING ARRANGEMENTS**

### 14.1 **Board Designate Bankers**

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other Association carrying on a banking business that the Board has designated as the Association's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- 14.1.1 operate the Association's accounts with the banker;
- 14.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- 14.1.3 issue receipts for and orders relating to any property of the Association;
- 14.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 14.1.5 authorize any officer of the banker to do any act or thing on the Association's behalf to facilitate the banking business.

### 14.2 **Deposit of Securities**

The securities of the Association shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **15. BORROWING BY THE ASSOCIATION**

### **15.1 Board May Borrow**

Subject to the limitations set out in the by-laws or in the Letters Patent of the Association, the Board may,

- 15.1.1 borrow money on the credit of the Association;
- 15.1.2 issue, sell or pledge securities of the Association; or
- 15.1.3 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association,
- 15.1.4 Provided that, except where the Association borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

### **15.2 Board Authorize Signatories**

From time to time the Board may authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

## **16. THE APPRAISAL INSTITUTE OF CANADA/INSTITUT CANADIEN DES EVALUATEURS**

16.1 The Association shall be a Provincial Association of the Institute.

16.2 The Board of Directors may prescribe by resolution and execute such affiliation agreement with the Institute as it deems expedient.

## **17. REGULATIONS**

The Board of Directors may from time to time make regulations with respect to the carrying out of the provisions of the By-Laws of the Association and in respect of the management of the business and affairs of the Association and the Chapters and the Board of Directors may from time to time repeal or amend any such regulations.

## **18. NOTICE**

### **18.1 Method of Notice**

Except where otherwise provided in this by-law, notice shall be validly given if given by telephone, or if in writing, by prepaid letter post, by facsimile, by e-mail, or by other electronic method, addressed to the person for whom intended at the last address shown on the Association's records.

### **18.2 Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

### **18.3 Omissions and Errors**

The accidental omission to give notice of any meeting of the Board, a Committee or members or the non-receipt of any notice by any director or member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

## **19. AMENDMENTS**

### **19.1 Amendment Procedure**

The Bylaws of the Association may be repealed or amended by a simple majority of the directors at a meeting of the Board of Directors and confirmed by an affirmative vote of at least two-thirds of the voting members present in person or by proxy at an annual or special general meeting duly called for the purpose of considering the repeal or amendment of the Bylaws.

### **19.2 Enactment**

Bylaws of the Association may be enacted, repealed, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of the Corporations Act.

## **20. REPEAL OF PRIOR BY-LAWS**

### **20.1 Repeal**

Subject to the provisions of sections 19.1 and 19.2 hereof, all prior by-laws of the Association heretofore enacted or made are repealed.

### **20.2 Exception**

The provisions of section 19.1 shall not extend to any by-law heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

### **20.3 Proviso**

Provided however that the repeal of prior by-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law.

## **21. EFFECTIVE DATE**

### **21.1 Effective on Passing**

This by-law shall come into force when enacted by the Board in accordance with the Corporations Act.

## **SCHEDULE A**

### **RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS**

In contributing to the achievement of the responsibilities of the Board as a whole, each Board member is responsible for:

- (a) Working positively and cooperatively as a member of the team with other Board members and with the management and staff of the Association and observing Board policies with respect to the conduct of individual Board members;
- (b) Regular attendance at Board and committee meetings, using a minimum 75% attendance guideline for the Board and each such committee;
- (c) Serving on a standing committee as Board Liaison or undertaking to represent the Board in other areas;
- (d) Completing the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (e) Being committed to working for the interests of the Association as a whole;
- (f) Respecting Board decisions once these have been reached;
- (g) Abiding by the Board's conflict of interest policy;
- (h) Recognize that, while a Board member may have been proposed as a Director because of an affiliation with a particular Chapter or Region, the Director's obligations, once elected, are to the Association; and
- (i) Regional Board members are to attempt at least once per year to meet with the Chapters within their Region.