

March 11, 2021

NOTICE TO MEMBERS

You are invited to the BOMA Quebec “Building Owners and Managers Association” Annual General Meeting to be held by virtual assembly, on:

THURSDAY, APRIL 8TH, 2021

AGENDA

1. Opening of the assembly
2. Quorum
3. Adoption of the agenda
4. Adoption of the minutes of the Annual General Meeting held on May 20th, 2020
5. President report
6. Treasurer report
7. Adoption of the by-laws
8. New business
9. Election of Directors
10. Appointment of Auditors
11. End of meeting

The nominating committee formed of :

Mr Dominic Gilbert
Ms Annik Desmarteau
Ms Linda Plante
Mr Christopher Arnaoutelis
Mr Dany Gauthier

have selected as candidates to replace or re-elect Directors whose terms automatically expire, at the date of the annual meeting, the following qualified members:

For a two-years term:

Mr Christopher Arnaoutelis
Vice-president Operations and Construction
Crofton Moore

Ms Annik Desmarteau
Vice-President, Quebec offices
Ivanhoé Cambridge

Monsieur Ralph Karawani
Directeur immobilier
**Allied Property Management Limited
Partnership**

Ms Marie-Claude Lavoie

Mr Pierre Albert Jean
President and chief operating officer
Construction Albert Jean Ltée

Associate Vice-President, Real Estate
Management
Concordia University

Mr Steve Poulin
General Manager
Société québécoise des infrastructures

Other members who wish to stand in form election must conform to the following article of the By Laws :

EXCERPT FROM BYLAWS :

Section 15.1 Annual General Meeting

- a) The Annual General Meeting of the Corporation shall be held within a period of four (4) months from the close of the fiscal year, at such place and time as may be directed by the Board and notice of such meeting shall be sent to the Members at least twenty (20) days preceding the date thereof.

Section 16.1 d) Nominations

Nothing herein shall be construed as preventing other and further nominations by Members for eligible Members other than those proposed by the Nominating Committee, providing that written consent is obtained from the nominee in question and notice thereof is given to the Corporation no later than seven (7) business days prior to the Annual General Meeting.

PROXY

If you can not be present, you may appoint a colleague to represent you by completing the enclosed form of proxy.



Linda Carbone, CAE
Executive Director



GENERAL ANNUAL MEETING FOR MEMBERS

April 8th, 2021–3:00 p.m.

PROXY FORM

The undersigned member of BOMA QUEBEC hereby mandates the following person

(name in block letters)

to take part, to act and to vote on behalf of the undersigned at the annual general meeting of the members (including adjournments), as follows:

VIRTUAL AGM of Quebec members _____ at _____ (time) in

_____ (location) on

_____ (date)

and hereby revokes any proxy previously given in connection with this meeting.

DATE: _____, 20____. _____

Member's Name (in block letters)

Company Name

Member's Signature

Note to the reader: The English version of the BOMA Quebec regulations takes precedence over the French version.

Please send the completed form by e-mail to Linda Carbone, Executive Director:

lcarbone@boma-quebec.org



MINUTES OF THE ANNUAL GENERAL MEETING OF BOMA QUEBEC HELD IN MONTREAL ON MAY 20, VIA VIDEO CONFERENCE, AT 4 p.m.

1. REGISTRATION

2. ESTABLISHMENT OF QUORUM

A motion was made by Annik Desmarteau of Ivanhoe Cambridge, seconded by Dany Gauthier of Groupe immobilier Desjardins, to appoint as president of the proceedings Bruno Turcotte of La Capitale Insurance and Financial Services, and Linda Carbone of BOMA Quebec as secretary. Mr. Turcotte welcomed all those attending and, after establishing the quorum, opened the Annual General Meeting.

3. ADOPTION OF THE AGENDA

Steve Poulin of the Société Québécoise des Infrastructures moved that the agenda as submitted be accepted. Seconded by Dominic Gilbert of Carbonleo. Carried unanimously.

4. WAIVER OF ARTICLE 15.1 OF THE BY-LAWS

Linda Plante of the Fonds immobilier de solidarité FTQ moved for approval to waive Article 15.1 of the by-laws, seconded by Céline Laforce. Carried unanimously.

5. ADOPTION OF THE MINUTES OF THE AGM OF APRIL 9, 2019

A motion was made by Linda Plante of the Fonds immobilier de solidarité FTQ that the minutes of the 2019 annual general meeting be adopted. Seconded by Annik Desmarteau of Ivanhoe Cambridge. Carried unanimously.

6. PRESIDENT'S REPORT

Bruno Turcotte presented his report and mentioned that the 93rd annual general meeting since the founding of BOMA Quebec is the first to take place in the form of a video conference.

He noted that what we have been living through these past few unprecedented months has led us to think and act differently, to reinvent ourselves. He said that now, more than ever, commercial real estate is in full effervescence, propelled by a wave of technological, regulatory, political and social innovations. BOMA Quebec closely monitors these trends, adapting its approach, activities and training to today's needs and issues as best we can.

He concluded with another important aspect that makes him proud, and that is BOMA Quebec's contributions to the Montreal Real Estate Foundation for Kids. During his mandate more than \$29,500 was raised at BOMA events such as the annual Golf Classic and the Christmas luncheon. Our association is a co-founder of MREK and we are proud of the work it does.

He also noted that BOMA Quebec is a partner in the Observatory of Innovations and Added Value in Real Estate (OCV1²), an initiative of the Ivanhoe Cambridge Real Estate Chair at ESG UQAM.

Mr. Turcotte emphasized that he is passionate about property management and fully committed to his profession and to the industry. If he has managed to help mobilize and unify the association, then he feels satisfaction in his work.

He thanked the members for their trust and extended his wishes of success to the incoming president.

7. TREASURER'S REPORT AND ADOPTION OF FINANCIAL STATEMENTS

The treasurer of the board of directors Christopher Arnaoutelis presented the financial statements as of December 31, 2019. He noted that the report contains no recommendations. The association is in good financial health, with a surplus of \$74,450 due in large part to greater profitability from events, especially the gala, the golf tournaments and the Christmas party, together with special projects such as the Building Energy Challenge, the Pilot Project for Voluntary Energy Consumption Data Reporting and BOMA BEST. He pointed out, however, that the BEC surplus is being carried forward to 2020 to support BEC activities.

He also mentioned that BOMA's financial situation is sound, with net assets of \$495,610, which will provide stability in this difficult pandemic period when BOMA has had to suspend its flagship activities.

A motion was put forth by Dany Gauthier of the Groupe immobilier Desjardins, seconded by Linda Plante of the Fonds immobilier de solidarité FTQ, that the financial statements be accepted as submitted. Carried unanimously.

8. QUESTIONS AND OTHER BUSINESS

No questions or other business raised.

9. ELECTION OF DIRECTORS

Dominic Gilbert, outgoing president of BOMA Quebec and chair of the nominating committee, submitted his report. He thanked Bruno Turcotte of La Capitale Insurance and Financial Services,

Annik Desmarteau of Ivanhoe Cambridge, Linda Plante of the Fonds immobiliers de solidarité FTQ and the members of the candidate selection committee for participating in the annual general meeting and electing, for a two-year period:

Éric Deblois
Senior Director – Leasing
SSQ Insurance

Dany Gauthier
Senior Director, Real Estate Management
Groupe immobilier Desjardins

Caroline Girard
Vice-President – Operations
Gestion Devimco Immobilier

Linda Plante
Director, Assets Management
Fonds immobilier de solidarité FTQ

Peter Morris
Director, Business Development
Brain BoxAI

Ryan Zamestrieus
Senior Property Manager, Real Estate Services
BentallGreenOak

Jocelyn Trottier
President, Quebec
GDI Services Québec, as Ambassador

Given that no objections were made to the abovementioned candidates, Steve Poulin of the Société Québécoise d'infrastructures moved that all the candidates be elected in a single vote. Seconded by Annik Desmarteau of Ivanhoe Cambridge. Carried unanimously.

Mr. Gilbert thanked all the directors whose terms end next year, i.e.:

Christopher Arnaoutelis
Vice-President, Operations and Construction
Crofton Moore

Claude Décary
President-General Manager
Bouthillette Parizeau

Annik Desmarteau

Vice-President, Offices, Quebec
Ivanhoe Cambridge

Michael Di Grappa
Senior Vice-President, Property Management
Canderel Management

Marie-Claude Lavoie
Associate Vice-President, Facilities Management
Concordia University

Steve Poulin
Senior Manager
Société québécoise des infrastructures

Pierre Scott
Senior Account Manager – Canada
Johnson Controls, as Ambassador

Bruno Turcotte
Senior Director, Real Estate Assets Management
La Capitale Insurance and Financial Services

And our Governors:
Anne Marie Guèvremont
Burt Carrigan
Jocelyn Lafond, Aquilini Investment Group
John Rosato, Ivanhoe Cambridge

10. APPOINTMENT OF AUDITORS

A motion was made by Ryan Zamestrieurs of BentlKennedyGreenOak, seconded by Dominic Gilbert of Carbonleo, to renew the mandate of the firm Mazars for an audit of the accounting ledgers as of December 31, 2020.

11. ADJOURNMENT OF MEETING

There being no further business, Caroline Girard de Gestion Devimco Immobilier moved that the meeting be adjourned at 5 p.m., seconded by Annik Desmarteau of Ivanhoe Cambridge. Carried unanimously.

CONSTITUTION AND BYLAWS

PROPOSED MODIFICATIONS

Article	Original text	Modified text/Explanation
4.2	6. GOVERNOR MEMBER means a former President of the Corporation who wishes to remain active within the organization of the Corporation and to serve as counsel to the Board of Directors.	Governor not being a membership category, the definition of Governor is described at section 10.
4.2	7. AMBASSADOR MEMBER means a Business Member who has largely contributed to the development of the Corporation namely by serving as a Director and wishes to remain active within the organization and serve as counsel to the Board of Directors.	Ambassador not being a membership category, the definition of Ambassador is described at section 10.
4.2	9. INDIVIDUAL MEMBER means individuals who would otherwise qualify as an Additional Member, however, their employer is not a Member or they have not been nominated by their employer.	An INDIVIDUAL MEMBER means an individual working within the commercial real estate industry as a self-employed person or for a non-member company.
10 a)	One (1) of the fifteen (15) seats shall be reserved for the Governors, who are Members in good standing of the Corporation and may attend the Board meetings, but collectively they shall have only one vote.	One (1) of the fifteen (15) seats shall be reserved for the Governors, who are Members in good standing of the Corporation and may attend the Board meetings, but collectively they shall have only one vote. A Governor means a former President of the Corporation

		who wishes to remain active within the organization of the Corporation and to serve as counsel to the Board of Directors.
10 a)	One (1) of the fifteen (15) seats shall be reserved for Ambassadors, who are Members in good standing of the Corporation and may attend the Board meetings, but collectively they shall have only one vote.	One (1) of the fifteen (15) seats shall be reserved for an Ambassador. An Ambassador is a member in good standing of the Corporation who has significantly and remarkably contributed to the development and the branding of the Corporation. The Ambassador will be nominated for a term limited to two (2) years on an honorific basis, and will have the right to vote at Board meetings. The Board may choose to fill or not to fill the vacant seat.
10 a)	Two (2) of the fifteen (15) seats shall be reserved for two Business Members who will have the right to vote at Board meetings and who will have been appointed by the Members at an Annual General Meeting.	Two (2) of the fifteen (15) seats shall be reserved for two Business Members who will have the right to vote at Board meetings and who will have been appointed by the Members at an Annual General Meeting. The mandate of directors representing Business members shall be for two (2) years. The Business member whose term is up could submit his/her candidacy using the procedure in place for another term of two (2) years. After two terms of two (2) years, nothing prevents the individual to be appointed after a one (1) year absence.
10 f)		Addition: In the event that two (2) administrators representing the same company should occur during their terms, except for Governors, one of the two directors shall be invited to leave his/her seat at the next Annual General Meeting.

15.7	a) Committee and Council meetings shall be at the call of the President, or as directed by the Directors, as required by the affairs of the Corporation.	Committee meetings shall be at the call of the Committee Chairperson, or as directed by the Directors, as required by the affairs of the Corporation.
16.1 c)	The Nominating Committee chairperson shall report the slate of Board candidates to the Executive Officer not later than thirty (30) business days prior to the Annual General Meeting and the Executive Officer shall give notice of the proposed slate to the Members at least twenty (20) business days prior to the Annual General Meeting.	The Nominating Committee chairperson shall report the slate of Board candidates to the Executive Officer not later than thirty (25) business days prior to the Annual General Meeting and the Executive Officer shall give notice of the proposed slate to the Members at least twenty (20) business days prior to the Annual General Meeting.
24 a)	Any proposed amendment to these bylaws shall be submitted to the Board and, if approved by the Board, they shall be submitted to the Members in writing, with twenty (20) days notice before the meeting duly called for the purpose of considering the said by-law. To be sanctioned, the amendments must receive a two-thirds majority vote of voting Members present in person or by proxy at a Special Meeting of the Corporation.	Any proposed amendment to these bylaws shall be submitted to the Board and, if approved by the Board, they shall be submitted to the Members in writing, with twenty (20) business days notice before the meeting duly called for the purpose of considering the said by-law. To be sanctioned, the amendments must receive a two-thirds majority vote of voting Members present in person or by proxy at a Special Meeting of the Corporation.

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Constitution

Article 1: Name

The name of this corporation is “Building Owners and Managers Association of Montreal”, operating under “BOMA QUÉBEC” (the "Corporation"). The Corporation is affiliated with other BOMA associations throughout Canada and Internationally.

Article 2: Purpose

The purpose of the Corporation is to ethically represent the best interests of the commercial real estate industry in Québec by promoting standards and sustainable practices in the ownership and management of buildings. Further, to do all such other things as are incidental or conducive to the attainment of the above through networking, education, professional development, research, benchmarking & advocacy.

Article 3: Head Office

Until changed, the Head Office of the Corporation shall be in the City of Montreal, in the Province of Québec.

The Corporation may establish such other offices and agencies elsewhere within the Province of Quebec as the Board of Directors may deem expedient by resolution.

Bylaws

Article 4: Membership

Section 4.1 Membership Admission

- a) Membership in the Corporation shall be open to application from any business entity, organization, government agency or individual involved with the commercial real estate industry in the province of Québec.
- b) All applications for admission as a member must be approved by the Board of Directors of the Corporation (herein referred to as the “Board”) at their discretion and in accordance with the Corporation’s admission standards. The Board of Directors may appoint a committee to review and make recommendations on new applications.

Section 4.2 Membership Categories

The categories of members of the Corporation (herein collectively referred to as “Members”), as defined by the Board from time to time, shall be :

1. CORPORATE MEMBER means a company or organization involved in the ownership, investment, management, development or leasing of a qualified property located within the province of Québec. Each Corporate Member shall designate one (1)

individual to represent it and exercise all of its rights, including the right to attend and vote at the meetings of the Members.

Corporate Members shall be divided in three sub-categories:

- A the ones having a total portfolio of less than 100 000 square feet (total rentable area)
 - B the ones having a total portfolio of more than 100 000 square feet (total rentable area)
 - C REGIONAL CORPORATE MEMBER shall be a Corporate Member operating at more than 100 kilometers from Montreal and managing no buildings in Montreal
2. ADDITIONAL MEMBER means employees or partners of Corporate, Regional or Business Members who qualify by reason of their nomination by their respective companies and shall be designated as Corporate, Regional or Business “Additional Member”, respectively.
 3. STUDENT MEMBER means individuals enrolled in educational programs that are recognized by the Corporation, in accordance with the Board’s policies.
 4. MEMBER IN TRANSITION means Members whose employment with a CORPORATE MEMBER has ended and who after written notice and request to the Executive Officer and approval of the Board, continue as Member until the end of the current fiscal year after such approval.
 5. PARTNER MEMBERSHIP means an exchange of memberships that may be granted by the Board to other entities with related and/or complementary goals or with whom the Board determines the Corporation should be associated with. The objective of the Partner arrangement with other associations is to strengthen strategic alliances with like-minded organisations by approval of the Board.
 6. GOVERNOR MEMBER means a former President of the Corporation who wishes to remain active within the organization of the Corporation and to serve as counsel to the Board of Directors.
 7. AMBASSADOR MEMBER means a Business Member who has largely contributed to the development of the Corporation namely by serving as a Director and wishes to remain active within the organization and serve as counsel to the Board of Directors.
 8. BUSINESS MEMBER means a company or organization that provides products and/or services to the real estate industry. Each Business Member shall designate one (1) individual to represent it and exercise all of its rights.
 9. INDIVIDUAL MEMBER means individuals who would otherwise qualify as an Additional Member, however, their employer is not a Member or they have not been nominated by their employer.

10. HONORARY MEMBERSHIP shall be extended to those members elected by unanimous approval by the Board of Directors, in recognition of outstanding past service to the Corporation. Such Honorary members, shall be confined to those individuals who have heretofore held active membership in the Corporation, shall have all privilege and duties of Active Members; except they may not, upon action by the Board of Directors be obliged to pay dues, and they shall not be entitled to vote except upon the unanimous request and invitation of all Active Members attending the meeting at which the question of their voting shall arise.

Article 5: Responsibilities of Members

- a) Members shall:
 1. comply with the bylaws of the Corporation;
 2. pay dues and assessments to the Corporation as determined from time to time by the Board; and
 3. comply with the policies of the Corporation instituted from time to time by the Board.
 4. shall promote and support the Corporation and its objectives.

Article 6: Resignation

- a) Resignation from membership may be made by a Member at any time with written notice to the President of the Corporation and shall be effective from the date of notice.
- b) In the event of a Member resignation, there shall be no abatement of dues paid for that fiscal year.

Article 7: Suspension, Disqualification

- a) All Members are deemed to be in good standing subject to Article IV and V, except a Member that falls within the circumstances described in subsections b) 1, 2 or 3, below.
- b) Membership may be suspended or terminated at the discretion of the Board, by resolution, if:
 - 1. a Member fails to pay any dues, assessments or other debts to the Corporation, in accordance with the conditions set forth from time to time by the Board;
 - 2. a Member ceases to be a legal entity in good standing; or
 - 3. a Member is in breach of the bylaws or other cause such as a conviction for a criminal offence or professional malpractice relevant to commercial real estate. The Board, upon receipt of a written complaint, may suspend or expel any member for conduct which in their judgment is harmful to the Corporation. Prior to such action, the Member shall be entitled to appear before the Board to answer the complaint and shall be entitled to a copy of the complaint in sufficient time to make an answer.

Article 8: Dues and Levies

- a) The Board may from time to time establish a schedule of membership dues to be paid by the Members.
- b) The Board may levy special assessments for purposes to be determined from time to time by the Board.

Article 9: Governance

Section 9.1 Board of Directors

- a) Governance of the Corporation will be the responsibility of the Board of Directors.

Section 9.2 Foundations

- a) The Corporation may establish charitable or other organizations which will act in accordance with the bylaws and regulations as determined by the Board from time to time.

Section 9.3 Committees and Councils

- a) The Corporation may establish committees and councils from time to time to provide the Board with advice on industry and membership matters and other matters deemed appropriate by the Board. The Board will determine the duties of such committees and councils whose members shall serve at the will of the Board.

Article 10: The Board of Directors

- a) The management of the Corporation shall be vested in a Board of Directors which shall consist of fifteen (15) seats which shall include the immediate past president who shall be ex-officio a member of the Board.

- One (1) of the fifteen (15) seats shall be reserved for the Governors, who are Members in good standing of the Corporation and may attend the Board meetings, but collectively they shall have only one vote.
 - Two (2) Two of the fifteen (15) seats shall be reserved for two Business Members who will have the right to vote at Board meetings and who will have been appointed by the Members at an Annual General Meeting.
 - One (1) of the fifteen (15) seats shall be reserved for a Member from the City of Quebec, who will have the right to vote at Board meetings and who will have been appointed by the Members at an Annual General Meeting.
 - One (1) of the fifteen (15) seats shall be reserved for Ambassadors, who are Members in good standing of the Corporation and may attend the Board meetings, but collectively they shall have only one vote.
- b) A Director may be removed from office by the Members for any reason when in their judgment the best interests of the Corporation would be served thereby. Removal shall be by resolution to remove the person from office, passed at a special meeting of the Members by a seventy-five (75%) percent majority of all the Members entitled to vote.
 - c) In the event that a Director shall cease to be a Member he shall no longer be a Director or may continue, as determined by the Board, until the next Annual General Meeting.
 - d) In the event of a vacancy and in consultation with a nominating committee appointed by the Board, the Board shall appoint a Member to take the place of the former Director for the remainder of the term.
 - e) Directors shall not receive any remuneration or any profit from their position as Directors either directly or indirectly, other than reimbursement for reasonable disbursements for travelling and other expenses reasonably incurred in discharging the office of Director.

Article 11: Officers

- a) The officers of the Corporation (herein sometimes referred to as the “Executives”) shall be comprised of the President, Immediate Past President, First Vice President, Vice President, Treasurer, Secretary and the Executive Officer and such other officers as the Board may appoint. The titles of officers may be changed or amended from time to time by the Board.
- b) The officers shall exercise such powers as may be authorized from time to time by the Board to whom the officers shall report and be responsible.
- c) The officers shall be Corporate Members and Directors of the Corporation and shall cease to be officers if they cease to be Directors.
- d) Any officer may be removed with a seventy-five (75%) majority vote of the Board when, in their judgment, the best interests of the Corporation would be served thereby.

- e) In the event of a vacancy and in consultation with the nominating committee appointed by the Board, the Board shall appoint a Director to take the place of the former officer for the remainder of the term.

Article 12: Executive Officer

- a) The Board may employ an Executive Officer or Management company to manage the Corporation affairs upon such titles, position descriptions, conditions and at such remuneration as the Board, from time to time, shall approve.
- b) The Executive Officer shall manage the organization in accordance with Board approved policies and programs. The Executive Officer shall report to and be accountable to the Board.
- c) The Executive Officer may act as Secretary to the Corporation.

Article 13: Duties of Officers

Section 13.1 Duties of Officers

- a) The President shall:
 - i. preside at all Annual General Meetings and chair all meetings of the Board and of the Executives;
 - ii. appoint committees and such other representatives of the Board on advice of the Board;
 - iii. provide leadership in respect of the activities of the Corporation and in the enforcement of policies, procedures and programs as directed by the Board from time to time;
 - iv. provide leadership as an advocate for commercial real estate to government, relevant industry entities and the public as directed by the Board from time to time;
 - v. work in partnership with the Executive Officer to achieve the Corporation goals; and
 - vi. perform other such duties as the Board may so direct from time to time.
- b) The Immediate Past President shall:
 - i. sit on the Board as an advisor to provide continuity and historical background; and
 - ii. perform other such duties as the Board may so direct from time to time.
- c) The First Vice President shall:
 - i. assume the duties and authorities of the President in his absence or inability or refusal to act; and

- ii. perform other such duties as the Board may so direct from time to time.
- d) The Vice President shall:
- i. assume the duties and authorities of the President in the absence or inability or refusal to act of the President and of the First Vice President; and
 - ii. perform other such duties as the Board may so direct from time to time.
- e) The Treasurer shall:
- i. In the absence of the President, the First Vice President and the Vice President, assume the duties and authorities of the President;
 - ii. In conjunction with the Executive Officer, be responsible for the supervision of all financial matters of the Corporation, advising the Board on investments of surplus funds and the best use of assets, ordering the annual audit of the financial records of the Corporation as well as providing interim financial reports to the Board;
 - iii. render financial statements to the Directors, Members and others when required;
 - iv. ensure corporate reporting and filing requirements are completed in accordance with the Federal and Provincial legislations; and
 - v. perform other such duties as the Board may so direct from time to time.
- f) The Secretary shall:
- i. attend all sessions of the Board and all meetings of the Members and act as secretary thereof and record all votes and minutes of all proceedings in the books to be kept for this purpose;
 - ii. give or cause to be given notice of all meetings of the Members and of the Board of Directors;
 - iii. perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be; and
 - iv. be custodian of the seal of the Corporation (if any).

Article 14: Terms of Office

- a) The term of office for Directors representing active members shall be for one (1) or two (2) years from the date of election.
- b) The term of office for Directors representing Business members shall be limited to two (2)

successive terms. However, nothing prevents the individual to be nominated again after a period of one (1) year.

- c) The term of office for officers shall be one year or until their successors shall have been duly elected. No officer may hold the same office for more than two (2) successive terms of one (1) year each.

Article 15: Meetings

Section 15.1 Annual General Meeting

- a) The Annual General Meeting of the Corporation shall be held within a period of four (4) months from the close of the fiscal year, at such place and time as may be directed by the Board and notice of such meeting shall be sent to the Members at least twenty (20) days preceding the date thereof.

Section 15.2 Regular Meetings

- a) Regular meetings of the Corporation shall be held in accordance with a schedule and at such place as directed, from time to time, by the Board.

Section 15.3 Special Meetings

- a) Special Meetings of Members may be called at any time by the President or, in the President's absence, by the First Vice-President or the Vice-President, or may be called on written request of a majority of the Board or any ten (10) voting Members, with ten (10) days notice given to the Members of such meeting, together with sufficient information to allow Members to form a reasoned judgment on the decision(s) to be taken.

Section 15.4 Voting at Meetings of Members

- a) A Member in good standing present at a meeting of Members in person or by proxy is entitled to one (1) vote.

Section 15.5 Board of Directors Meetings

- a) Meetings of the Board shall be held at such time and such place at the convenience of the Board provided that five (5) days' notice of such meeting shall be sent to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof. Meetings may be held by electronic means that allow Directors to communicate adequately with each other and give each Director equal access to the specific means of communication. Each director shall have one vote, except when provided otherwise at Article X herein.

Section 15.6 Executives Meetings

- a) Meetings of the officers shall be at the call of the President, or as directed by the Directors, as required by the affairs of the Corporation. Meetings may be held by electronic means

that allow officers to communicate adequately with each other and give each officer equal access to the specific means of communication. Each officer shall have one vote.

Section 15.7 Committee and Council Meetings

- a) Committee and Council meetings shall be at the call of the President, or as directed by the Directors, as required by the affairs of the Corporation.

Section 15.8 Notice

- a) Failure of a Member to receive notification of a meeting will not invalidate any proceedings or resolutions taken thereat.

Section 15.9 Quorum

- a) No meeting of the Corporation shall be properly constituted unless a quorum is present. If less than a quorum is present, the majority of Members present may adjourn the meeting from time to time without further notice.
- b) Ten (10) Active Members of the Corporation, present in person or by proxy, shall constitute a quorum for the transaction of business at an Annual General Meeting.
- c) A simple majority of Active Members of the Corporation present, in person or by proxy, shall constitute a quorum to vote to transact any business at a Special Meeting.
- d) Five (5) voting members of the Board shall constitute a quorum for the transaction of business at Board meetings.
- e) A simple majority of the members in attendance for all committees shall constitute a quorum for the transaction of business.

Article 16: Elections

Section 16.1 Nominations

- a) Prior to the first day of December of each year, a nominating committee will be appointed by the Board and will be composed of a minimum of three (3) Corporate members (herein referred to as the "Nominating Committee"). One shall be the President, one shall be the First Vice President and one shall be the Immediate Past President who will also chair the Nominating Committee. Notwithstanding the preceding, in case of incapacity to act by the three (3) designated members, the Board shall nominate, at its discretion, any other Corporate Member.
- b) The Nominating Committee shall prepare a slate of Board candidates for election to the Board at the next Annual General Meeting. The committee shall nominate persons to fill vacancies on the Board but not more than five (5) two (2) year term vacancies may be filled in any year.
- c) The Nominating Committee chairperson shall report the slate of Board candidates to the Executive Officer not later than thirty (30) business days prior to the Annual General

Meeting and the Executive Officer shall give notice of the proposed slate to the Members at least twenty (20) business days prior to the Annual General Meeting.

- d) Nothing herein shall be construed as preventing other and further nominations by Members for eligible Members other than those proposed by the Nominating Committee, providing that written consent is obtained from the nominee in question and notice thereof is given to the Corporation no later than seven (7) business days prior to the Annual General Meeting.

Section 16.2 Elections

- a) At each Annual General Meeting, the Members shall receive the report of the Nominating Committee and the voting Members shall elect the Directors. Election shall be by simple majority vote of all voting Members present or by acclamation with an uncontested slate.
- b) The officers shall be elected by the Board, at the first Board meeting following the Annual General Meeting. The Nominating Committee chairperson may make recommendations for positions of office and shall preside over the elections.

Article 17: Audit and Fiscal Year

- a) The Members may appoint an auditor at the recommendation of the Board who shall audit the accounts and annual financial statements of the Corporation and make a report to the Members at the Annual General Meeting.
- b) The fiscal year for the Corporation shall be January 1st through December 31st of each year unless changed by resolution of the Board.

Article 18: Consideration for Services

- a) The consideration for any volunteer services rendered to the Corporation by any officer, Director, Committee Member or individual Member shall consist only of the benefit derived from membership in the Corporation and no compensation shall be paid for any such service, except that out-of-pocket expenses of such persons may be reimbursed at the discretion of the Board.

Article 19: Conflict of Interest

- a) Every Director or officer who is, in any way, either directly or indirectly interested in a contract or arrangement or a proposed contract or a proposed arrangement with the Corporation, shall declare such interest and shall refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

Article 20: INDEMNIFICATION & INSURANCE

- a) The Corporation shall indemnify its Directors, officers, employees, management company representatives and other persons and maintain a directors and officers liability insurance policy and such other insurance as deemed necessary. Such insurance policy shall be maintained and paid for by the Corporation.

Article 21: Signing Authority

- a) All cheques, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers or agents of the Corporation as shall from time to time be determined by the Board.
- b) In the absence of such determination by the Board, such instrument shall be signed by the Executive Officer and countersigned by the President, Treasurer or other Director appointed as signatory.
- c) The Board may authorize any officer or officers, agent or agents in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Article 22: Logo and Seal

- a) The seal of the Corporation shall be affixed to official documents requiring it and shall be held at the Corporation Head Office.

Article 23: Dissolution of the Corporation

- a) In the event that the operations of the Corporation shall cease, then after discharge of all debts and legal obligations, the assets of the Corporation shall be realized and distributed, to a not-for-profit organization, designated by the Board.

Article 24: Amendments to the Bylaws

- a) Any proposed amendment to these bylaws shall be submitted to the Board and, if approved by the Board, they shall be submitted to the Members in writing, with twenty (20) days notice before the meeting duly called for the purpose of considering the said by-law. To be sanctioned, the amendments must receive a two-thirds majority vote of voting Members present in person or by proxy at a Special Meeting of the Corporation.