

HOMEBUILDERS ASSOCIATION VANCOUVER

BYLAWS

Article 1 - Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - (a) “Annual General Meeting” means the Annual General Meeting of the membership of the Association that will be held pursuant to these Bylaws.
 - (b) “Annual Election Meeting” means the Annual Election Meeting of the membership of the Association that will be held pursuant to these Bylaws.
 - (c) “Association” means the Homebuilders Association Vancouver.
 - (d) “Board” means the Board of Directors of the Association and “Director” means a member of that Board as elected or appointed pursuant to these Bylaws and includes an Officer.
 - (e) “Books and Records” has the meaning ascribed to it in these Bylaws.
 - (f) “Bylaws” means these bylaws and all other bylaws of the Association as amended and which are, from time to time, in force and effect.
 - (g) “CHBA” means the national Canadian Homebuilders’ Association.
 - (h) “CHBA-BC” means the Canadian Homebuilders’ Association of British Columbia.
 - (i) “Code of Ethics” means the Code of Ethics set out in these Bylaws.
 - (j) “Constitution” means the Constitution of the Association.
 - (k) “Members” means the persons approved for membership in the Association, and “Member” shall mean any one of them.
 - (l) “Membership Fees” means the fees established by the Association to be paid by Members pursuant to these Bylaws from time to time.
 - (m) “Officers” means the Immediate Past-Chairman, Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary and Treasurer elected or appointed pursuant to these Bylaws, who shall also be Directors.
 - (n) “*Societies Act*” means the *Societies Act* of British Columbia as amended from time to time.

2. The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws.

3. Words importing the singular include the plural and vice versa. Words importing a male person include a female person, a corporation or a partnership as the context requires.

Article 2 - Membership

1. The Members of the Association are the applicants for incorporation of the Association, and those persons who subsequently have become Members, in accordance with these Bylaws and, in either case, have not ceased to be Members.

2. The following persons may apply to the Board for membership in the Association:

- (a) Builders and Builders/Developers – one who, to the satisfaction of the Board, is an experienced builder of homes or residential structures and is otherwise suitable for membership.
- (b) Renovators – one who, to the satisfaction of the Board, is an experienced renovator of homes or residential structures and is otherwise suitable for membership.
- (c) Developers of Land Only – one who, to the satisfaction of the Board, is an experienced developer of land for residential dwellings and is otherwise suitable for membership.
- (d) Subcontractors – one who, to the satisfaction of the Board, is a trade subcontractor in the construction or renovation of homes or residential structures, and is otherwise suitable for membership.
- (e) Suppliers – one who, to the satisfaction of the Board, is engaged in some form in the distribution of building materials for residential construction.
- (f) Professionals - one who, to the satisfaction of the Board, is engaged directly or indirectly in providing some form of professional service to the residential construction industry.
- (g) Manufacturers - one who, to the satisfaction of the Board, is engaged in some form in the production or processing of building materials for residential construction.
- (h) Financial Service Providers - one who, to the satisfaction of the Board, is engaged directly or indirectly in providing financial services to the residential construction industry.
- (i) Honourary Members – one upon whom the Board confers a membership in recognition of exceptional and meritorious service to the residential construction industry.

3. Any person desiring to apply for membership shall:

- (a) submit to the Secretary of the Association for referral to the Board, an application in the prescribed form, together with the prescribed annual membership fee, bank reference, a minimum of two references from current Association Members in good standing, and two trade references;
- (b) agree to abide by the Constitution, Bylaws, Code of Ethics of the Association and other policies as adopted from time to time by the Association.
- (c) agree to abide by any decision of the Association or the Board and hold the Association, its Directors, Officers and Members harmless with respect to any action of discipline, which may be imposed upon him as a Member.
- (d) consent to the release of their names, postal and email addresses, telephone and facsimile numbers to the CHBA, CHBA-BC and other Members.
- (e) agree to comply with the British Columbia *Homeowner Protection Act* and *Regulations*, as amended from time to time and such other legislation that may be applicable.

4. Notice of applications for membership shall be circulated by the Association to the membership by email or mail. Following notice to the Members, all applications shall be referred to the Board for review and approval, and upon approval by the Directors, the applicant shall become a Member of the category designated by the Directors. The Directors may reject any application for membership if they deem such rejection to be in the best interest of the Association.

5. The Board may, without application and by unanimous resolution of the Directors, confer an Honourary Membership on any person in recognition of exceptional and meritorious service to the residential construction industry and waive any local membership dues which would otherwise be payable. Honourary Members shall be conferred normal Member benefits except that they cannot vote at HAVAN or CHBA meetings.

6. The annual membership fee for each category of membership shall be established annually at the discretion of the board. Any increase in membership fees, that is not related to CHBA BC or CHBA fee increases, and in excess of the percentage increase of the Canadian Consumer Price Index for the previous full calendar year shall be deemed an extraordinary increase and shall be recommended by the board and subject to the approval of the Members at an Annual General Meeting. The purpose of an extraordinary increase is to ensure that the Association's Board-approved strategic plan can be completed.

7. The annual membership fee shall be payable in full on or before the first day of November each year or on the calendar anniversary when the Member joined. For greater clarity: if Members join in the month of January, their next renewal date, when Membership Fees shall be due, would be the first day of February.

8. During the year of application and admission to the Association a new member will pay the equivalent of one year's dues under the applicable category.

9. A person shall cease to be a Member of the Association:
- (a) by delivering his resignation in writing to the Secretary of the Association or by mailing (including electronic mail) or delivering it to the address of the Association;
 - (b) on death, or in the case of a corporation or partnership, on dissolution, winding-up, bankruptcy or receivership;
 - (c) on having been a Member not in good standing for two (2) consecutive months; or
 - (d) on being expelled.
10. A Member is in good standing unless:
- (a) it has, in the opinion of the Board, failed to comply with the Constitution, Bylaws or Code of Ethics, and has been provided notice thereof; or
 - (b) it has failed to pay for more than 60 days its current annual membership fee or other subscription or debt due and owing by it to the Association and has failed to make satisfactory payment arrangements with Association for any outstanding amount.
11. After following the procedure set out in Article 11, the Directors may by two-thirds (2/3) vote expel, suspend or otherwise discipline any Member for failing to abide by the Constitution, Bylaws, Code of Ethics, rules or regulations of the Association as amended or created from time to time.
12. The Member subject to proposed discipline, suspension, and/or expulsion shall receive at least thirty (30) days notice of the scheduled meeting at which the discipline is to be considered. The notice shall be accompanied by a brief statement of the reason or reasons for the proposed discipline.
13. The Member who is the subject of the proposed discipline, suspension, and/or expulsion shall be given an opportunity to be heard at the scheduled meeting before the special resolution of the Directors is put to a vote.
14. Any Member who ceases to be a Member of the Association forfeits all rights, claims, privileges or interest arising from membership in the Association, including any rights in the property of the Association or use of the trademarks or emblems of the Association, CHBA or CHBA-BC and will immediately cease and refrain from using the same. The Member concerned shall have no further interest in or proprietary claim to any assets of the Association, including but not limited to, membership fees, assessments, trademarks, images or other intellectual property of any kind.

Article 3 – Code of Ethics

1. The Members freely and solemnly assume the following responsibilities:

- (a) Members shall comply with applicable building codes of Canada as a minimum standard for construction and shall work toward its improvement in the interests of structural sufficiency, safety, and health.
- (b) Members shall plan their sites and homes to conform to the principles of good community planning and support for the environment;
- (c) Members shall deal justly with their employees, subcontractors and suppliers of all goods and services.
- (d) Members shall deal honestly and fairly with their customers and stand behind the quality of their work and service commitments.
- (e) Members shall exchange information and experience, and encourage research on materials, technical advancements and building techniques in order to provide best value for their customers.
- (f) Members shall commit to continual learning through human resource policies and practices, including employment practices which treat employees as assets.
- (g) Members shall actively promote health and safety principles.
- (h) Members shall treat their competitors, including their property and ideas, with respect.
- (i) Members shall avoid all conduct or practices likely to discredit or do injury to the home building industry.

Article 4 - Meetings of Members

1. General meetings of the Association shall be held at the time and place, in accordance with the *Societies Act*, that the Directors decide.
2. Every general meeting, other than an annual general meeting, is a special general meeting.
3. The Directors may, when they think fit, convene a special general meeting.
4. The Association shall give not less than 14 days' written notice of a general meeting to those Members entitled to receive notice of a general meeting in the manner specified in Article 18.
5. Notice of a general meeting shall specify the place, day and hour of meeting, and the general nature of the business to be discussed at the general meeting.
6. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, and of the Members entitled to receive notice does not invalidate proceedings at that meeting.

7. The Annual General Meeting of the Association shall be held each year in April, or in such other month as the Directors may choose from time to time, on a date and at a place in the Metro Vancouver area of British Columbia as is determined by the Directors.

8. At every Annual General Meeting, in addition to any other business that may be transacted, the following shall take place:

- (a) The financial statements shall be submitted in writing for approval by the Members;
- (b) The report of the auditor, if any;
- (c) The appointment of the auditor for the next fiscal year;
- (d) The annual membership dues established by the Directors shall be approved if changes are proposed; and
- (e) Such other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

9. The Association shall hold a special general meeting (the “Annual Election Meeting”) each year in the month of October, or in such other month as the Directors may choose from time to time, on a date and at a place in the Metro Vancouver area of British Columbia as is determined by the Directors, where the following shall take place:

- (a) A report of the Directors to the Members;
- (b) A determination of the number of Directors and Officers for the ensuing year;
- (c) The Officers shall be elected or appointed;
- (d) The Directors shall be elected: and
- (e) Such other business that, under these Bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the interim report of the Directors issued with the notice convening the meeting.

Article 5 - Proceedings at General Meetings

1. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

2. A quorum is ten (10) Members in good standing, present in person or by proxy. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

3. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum, providing there is never less than 3 Members present at all times.
4. Subject to Article 4(5), the Chairman of the Association, the First Vice-Chairman, the Second Vice-Chairman, the Secretary or in the absence of the foregoing, one of the other Directors present, shall preside as chairman of a general meeting.
5. If at a general meeting:
 - (a) there is no Chairman, Vice-Chairman, Secretary or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the Chairman and all the other Directors present are unwilling to act as chairman,the Members present shall choose one of their number to be chairman.
6. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
7. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
8. Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
9. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
10. In case of an equality of votes the chairman of a meeting shall have a casting or second vote in addition to the vote to which he may be entitled as a Member.
11. A Member in good standing present at a meeting in person or by proxy is entitled to one vote.
12. Voting is by a show of hands, unless a ballot is required pursuant to these Bylaws or by ruling of the chairman of the meeting, and the declaration of the chairman as to the results of a vote, whether by hand or ballot, shall be conclusive evidence of the vote.
13. All resolutions of Members shall, unless otherwise required by the *Societies Act*, any other bylaw, provision, law or regulation, be by ordinary resolution.
14. A corporation, partnership or society which is a Member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a

Member, and that representative shall be reckoned as a Member for all purposes with respect to a meeting of the Association.

15. Roberts Rules of Order shall govern all meetings of the Members in all cases to which they are applicable, except when inconsistent with the Constitution and Bylaws or established procedures of the Association.

Article 6 - Proxy Voting

1. A Member in good standing entitled to vote at a general meeting may, by means of a proxy, appoint a person as his nominee to attend, speak, act and vote for him and on his behalf at the meeting in the manner, to the extent, and with the power conferred by the proxy.

2. A proxy shall be in writing, dated as of the date on which it is executed, and shall be executed by the Member or his attorney authorized in writing, or if the Member is a corporation, under its common seal or by hand of its chairman, managing Director or other officer or attorney duly authorized.

3. Any person of full age may act as a proxy for one or more Members whether or not he is entitled on his own behalf to be present and to vote at the meeting at which he acts as a proxy.

4. An instrument appointing a proxy is valid only for one meeting and any adjournment unless earlier revoked by the Member.

5. An instrument appointing a proxy shall be in the form following, or in any other form that the Directors shall approve:

HOMEBUILDERS ASSOCIATION VANCOUVER

The undersigned hereby appoints

.....,
of
(or failing him,.....
....., of)
as proxy for the undersigned to attend and vote for and on
behalf of the undersigned at the general meeting (or
extraordinary general meeting) of the Association to be held on
(month, day)....., 20...., and at any adjournment
of that meeting.

Signed thisday of, 20.....

(Signature of Member)

Article 7 - Directors and Officers

1. The governing body of the Association shall be the Board. The Board is to provide the overall strategy, policy, operational oversight and direction for the Association, and may exercise all the powers and do all the acts and things that the Association may exercise and do, including but not limited to all matters dealing with the Constitution, Bylaws, and financial matters of the Association, and that are not by the Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the Association;
- (b) these Bylaws; and
- (c) rules or resolutions, not being inconsistent with the Bylaws, that are made from time to time by the Association at an Annual or Special Meeting, provided that, a rule or resolution, made by the Members in a general meeting does not invalidate a prior act of the Board that would have been valid if that rule had not been made.

2. The number of Directors, including Officers, comprising the Board shall be not less than ten (10) or more than twenty (20) in number as determined from time to time at a general meeting. The total number of Directors, including Officers and Immediate Past-Chairman, shall be set by vote of the Members prior to election at the Annual Election Meeting.

3. Each Member in good standing, or a person appointed by a Member as its representative, is eligible to be elected as a Director.

4. With the exception of the Chairman, each Director shall be elected to hold office until the first Annual Election Meeting following after he was elected, and all Directors shall retire at each Annual Election Meeting, but shall be eligible for reelection if otherwise qualified. The Chairman if otherwise qualified and willing and able to so act shall automatically be appointed as an Officer, the Immediate Past Chairman, until the first Annual Election Meeting following his appointment.

5. A minimum of 25% of the Directors shall be Members or authorized representatives of Members in the Builder or Renovator category of membership unless an insufficient number of Members from such categories have been nominated.

6. The Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary and Treasurer shall be elected as Officers of the Association by the Members prior to the election of the other Directors, and those persons elected as such Officers shall automatically be Directors. Each Officer shall be elected on a separate vote, in the order aforesaid, and any person nominated for one Officer position may if not elected thereto run for office in any other position not already filled. Upon all above Officers being elected, the remaining Directors shall be elected.

7. Elections for Directors and Officers may be by acclamation, otherwise it shall be carried out by ballot. Where there is more than one nominee for any office or position, the nominee receiving the majority of the votes cast shall be declared elected.

8. Pursuant to Article 10, nominations for Directors or Officers may be made to the Nominating Committee by any Member in writing prior to the Annual Election Meeting, and may

be made by any Member from the floor at the Annual Election Meeting or any other meeting called for the nomination or election of Directors or Officers.

9. A Director may resign by delivering a notice in writing to the Secretary of the Association.

10. Any Director, or their affiliated company, partnership or society, who is expelled from membership in the Association or who ceases to be a Member in good standing is deemed to have resigned as Director.

11. If a Director resigns his office or otherwise ceases to hold office, the remaining Directors may appoint a person to take the place of the former Director. A Director so appointed holds office only until the next following Annual Election Meeting of the Association, but is eligible for re-election at the meeting.

12. The Members may by special resolution remove a Director before the expiration of his term of office, and may elect a successor to complete the term of office by ordinary resolution.

13. Unless otherwise specified in the Bylaws, Directors must not receive any remuneration for their services, and under no circumstances may receive income for personal benefit, provided however that the Directors may be reimbursed from time to time for their out-of-pocket disbursements reasonably incurred while engaged in the affairs of the Association, in accordance with Association policies as drafted from time to time.

14. Every Director and Officer of the Association in discharging his duties shall:

- (a) Act honestly and in good faith with a view to the best interests of the Association.
- (b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Article 8 - Proceedings of Directors

1. The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, including that meetings may be conducted by teleconference or by other electronic means that permits the participants to communicate adequately with each other and which provides equal access to the technology used.

2. The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the Directors then in office.

3. The Chairman shall be chairman of all meetings of the Directors, but if at a meeting the Chairman is not present within 30 minutes after the time appointed for holding the meeting, the First Vice-Chairman shall act as chairman; but if neither is present the Directors present may choose one of their number to be chairman at that meeting.

4. The Chairman may at any time, and the Secretary, on the request of two (2) Directors, shall, convene a meeting of the Directors.

5. The Association shall give not less than 7 days' notice of a meeting of the Directors in the manner specified in Article 18.

6. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at the Annual Election Meeting or other general meeting of Members, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted if a quorum of the Directors is present.

7. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by electronic mail, letter, telegram, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn

(a) no notice of meeting of Directors shall be sent to that Director, and

(b) any and all meetings of the Directors of the Association, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

8. Questions arising at a meeting of the Directors and committee of Directors shall, unless otherwise prescribed in these Bylaws, be decided by an absolute majority.

9. In case of an equality of votes the chairman of a meeting of Directors shall have a second or casting vote.

10. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

11. A resolution in writing, signed by at least 2/3rds of the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors. Such a resolution in writing may be signed in counterpart and may be evidenced by a facsimile copy or electronic mail copy of the resolution or a counterpart thereof.

12. Roberts Rules of Order shall govern all meetings of the Directors in all cases to which they are applicable, except when inconsistent with the Constitution and Bylaws or established procedures of the Association.

Article 9 - Executive Committee

1. There shall be formed an Executive Committee of the Association consisting of the Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, Treasurer and Immediate Past-Chairman.

2. The authorities and duties of the Executive Committee shall be as follows:

- (a) subject to the discretion of the Board, assume the management of the Association between meetings of the Board and Membership;
 - (b) be responsible for the implementation of the resolutions and recommendations passed by the Board and the Members;
 - (c) in accordance with these Bylaws, be responsible for the preparation and administration of the annual budget and any expenses related to it;
 - (d) conduct the affairs of the Association in accordance with the Association's Constitution, Bylaws, Code of Conduct, rules and policies as may be created or amended from time to time; and
 - (e) provide direction and advice to the President and Chief Executive Officer.
3. The Chairman shall, when present, preside as chairman of all meetings of the affairs and operations of the Society. The Chairman with the Secretary shall sign all resolutions and membership certificates. During the absence or inability of the Chairman, his duties and powers may be exercised by the First Vice-Chairman, or in turn the Second Vice-Chairman.
4. The Secretary shall:
- (a) conduct the correspondence of the Association;
 - (b) issue notices of meetings, of the Association and Directors;
 - (c) keep minutes of all meetings of the Association and Directors;
 - (d) have custody of all records Association except those required to be kept by the Treasurer;
 - (e) have custody of the common seal of the Association; and
 - (f) maintain the register of Members.
5. The Treasurer shall:
- (a) keep the financial records, including books of accounts, as necessary to comply with the *Societies Act*; and
 - (b) render financial statements to the Directors, Members and others when required.
6. The offices of Secretary and Treasurer may be held by one person.
7. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

8. Any Officer may delegate such of his duties as he sees fit to any Director, Member, Employee of the Association or other Officer, provided that such delegation shall always be under the review and scrutiny of the Directors, and the primary responsibility and liability for the proper carrying out of the functions of such delegating Officer shall remain with such Officer.

Article 10 - Nominating Committee

1. Prior to the election of Officers and Directors at the Annual Election Meeting, the Directors shall appoint a Nominating Committee, of which the Immediate Past Chairman shall be the chair. Nominations for Officers and Directors should be made in writing to the Nominations Committee chair with a letter of willingness to stand from the nominee. Nominations shall be accepted from the floor at a meeting at which the election of Officers and Directors is taking place, provided that the nominee consents to the nomination. The chair of the Nominating Committee shall from time to time advise the Directors as to who is nominated or running.

Article 11 -Professional Conduct Review Committee

1. The Board may appoint a Professional Conduct Review Committee (the “Review Committee”).

2. The duties, powers and responsibilities of the Review Committee are as follows:

- (a) To consider any complaint about the professional conduct of a Member that is verified by a statutory declaration or similar sworn statement;
- (b) To conduct an investigation of any Member whose conduct is, in the opinion of the Board, contrary to the Constitution, these Bylaws, the Code of Ethics, or has otherwise been negligent, unethical, unprofessional or incompetent; and
- (c) Such other duties and/or powers as determined by the Board.

3. Upon receipt of a complaint or the results of an investigation, a copy of the complaint or investigation, as the case may be, will be provided to the Member together with a request to file a response to the Review Committee within thirty (30) days from receipt of the complaint or investigation.

4. Upon receipt of a response, or where the Member in question does not respond within the thirty (30) day period, the complaint or results of the investigation will be considered by the Review Committee who will then make a recommendation to the Board.

Article 12 - Committees

1. The Directors may appoint such other special, general, standing and ad hoc committees from among the membership for such purposes as may seem necessary and expedient to the Directors.

2. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
3. Unless the Board has appointed a chairman of a committee, a committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman of the meeting.
4. The Members of a committee may meet and adjourn as they think proper.

Article 13 - Employees

1. The Directors shall have exclusive power to appoint, fix the remuneration of and promote all salaried employees of the Association and, to suspend or terminate the employment of, salaried employees of the Association, and may delegate those powers in the manner authorized by these Bylaws.
2. The Directors may delegate duties and powers to any employee of the Association, in any manner that is not inconsistent with the *Societies Act* or these Bylaws, and the employees of the Association shall be responsible to the Directors, through such employees as the Directors may designate, for the proper exercise of their powers and performance of their duties.
3. The administrative chief of the Association shall be the President and Chief Executive Officer. The President and Chief Executive Officer shall be appointed by the Executive Committee subject to approval by the Board. The terms and conditions of employment of, and remuneration paid to, the President and Chief Executive Officer shall be set by the Board. The President and Chief Executive Officer shall report and be accountable to both the Executive Committee and the Board, and shall report to the same at every meeting of the Executive Committee or Board as to the general state of affairs of the Association. The President and Chief Executive Officer shall liaise with other trade associations and governments to further the overall image and identity of the Association, and to provide coordination between the HAVAN, CHBA-BC and CHBA.
4. The President and Chief Executive Officer shall be empowered to employ a staff adequate to carry on the business of the Association at such rates of compensation deemed fair and proper, within the limitations of the annual Budget, and upon the approval of the Executive Committee. Any expenditures in excess of the annual Budget must be approved by the Executive Committee, subject to confirmation by the Board.
5. Unless otherwise determined by the Executive Committee, a staff member or employee of the Association may be removed by the President and Chief Executive Officer, on his or her own recommendation or upon the recommendation of the Executive Committee whenever, in the judgment of the President and Chief Executive Officer, removal of the staff member best serves the interests of the Association. Any such removal shall be without prejudice to the legal rights, if any, of the person so removed.

Article 14 - Liability and Indemnification of Directors, Officers and Employees

1. Subject to the *Societies Act*, no Director or Officer or employee 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 joining in any receipt or act for conformity, or for any loss, damage, expense happening to the Association through the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Association shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any money, security or effect shall be logged or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or judgment or oversight on his part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or default, negligence, breach of trust or breach of duty.
2. Subject to the provisions of the *Societies Act*, the Directors of the Association may cause the Association to indemnify any Director, officer, employee or agent of the Association or of a subsidiary of the Association (notwithstanding that he is also a Director) or of a corporation, partnership, joint venture, trust or other enterprise for which he is serving at the request of the Association, and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his acting as a Director, officer, employee or agent of the Association or such corporation or such other enterprise. In addition the Association shall indemnify the chairman, vice chairman, secretary, treasurer and their respective heirs and personal representatives against all costs, charges and expenses whatsoever incurred by all or any one of them and arising out of the functions assigned to them by the *Societies Act* or these Bylaws and each such person shall on being appointed be deemed to have contracted with the Association on the terms of the foregoing indemnity.
3. The failure of a Director or officer of the Association to comply with the provisions of the *Societies Act* or of the Constitution or these Bylaws shall not invalidate any indemnity to which he is entitled under this Part.
4. The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the Association or as a Director, officer, employee or agent of the Association, or as a Director, officer, employee or agent of a subsidiary of the Association, or as a Director, officer, employee or agent of a corporation, partnership, joint venture, trust or other enterprise for which he is serving at the request of the Association, and his heirs or personal representatives against any liability incurred by him as such Director, officer, employee or agent.

Article 15 - Seal

1. The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.

2. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any one of the chairman, vice-chairman, secretary, treasurer or any other Director.

Article 16 - Borrowing and Investment

1. In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

2. The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

3. The Directors may invest the money and other property of the Association in any investments which the Directors in their sole discretion consider to be in the best interests of the Association.

4. The Directors shall have power to invest the funds of the Society only in securities in which Companies registered under the Canada and British Insurance Companies Act are for the time being authorized by law to invest.

Article 17 – Books and Records

1. Subject to the *Societies Act*, documents of the Association shall be kept at the business office of the Association unless the Directors resolve otherwise.

2. A Director and the auditor of the Association, if any, may inspect documents of the Association during normal business hours.

3. A Member may inspect any documents of the Association during normal business hours at the place where the records of the Association are kept if he has served the Association with two clear days notice of intention to inspect, in writing, stating the documents to be inspected, but the Directors may determine that no Member may inspect minutes of a meeting of the Directors or a committee established by the Directors.

4. Upon request, Members and Directors shall be given copies of any documents open to their inspection upon payment of not more than \$0.50 per page.

Article 18 - Notices to Members

1. A notice may be given to a Member, either personally, or by electronic mail, facsimile or by mail to him at his registered address, or by telephone.

2. A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that notice was properly addressed and put in a Canadian post office receptacle.
3. Notice of a general meeting shall be given to
 - (a) every Member shown on the register of Members on the day notice is given, and
 - (b) the auditor, if any has then been appointed.
4. No other person is entitled to receive a notice of general meeting.

Article 19 – Bylaws

1. These Bylaws shall not be altered or added to except by special resolution.

Dated: _____, 2017