

## **GENERAL BY-LAW FOR THE NOVA SCOTIA CHAPTER OF THE CANADIAN CONDOMINIUM INSTITUTE**

### **BY-LAW NO. 1**

**WHEREAS:** The Canadian Condominium Institute has granted a Charter to create a chapter which chapter shall be named the Nova Scotia Chapter of the Canadian Condominium Institute;

**AND WHEREAS:** The Nova Scotia Chapter wishes to adopt this general by-law to govern its affairs and to conform with the national by-laws of the CCI:

**THEREFORE BE IT RESOLVED** as a By-law of the Chapter as follows:

- Section One: Interpretation
- Section Two: Business of the Chapter
- Section Three: Directors
- Section Four: Officers
- Section Five: Committees
- Section Six: Members
- Section Seven: Meeting of Members
- Section Eight: Miscellaneous Provisions
- Section Nine: Effective Date
- Appendix "A": Code of Ethics

### **SECTION ONE: INTERPRETATION**

#### **1.01 Definitions**

In this by-law and all other by-laws and special and ordinary resolutions of the Chapter, unless the context otherwise requires:

- a) "Accredited" means accredited in accordance to the CCI National Bylaws
- b) "Act" shall mean the Canada Not-for-Profit Corporations Act
- c) "Board" means the board of directors of the Chapter and "director" means a member of the board;
- d) "By-laws" means this by-law and all other by-laws of the Chapter from time to time in force and effect;
- e) "CCI" means the Canadian Condominium Institute
- f) "Chapter" means the Nova Scotia Chapter of the Canadian Condominium Institute
- g) "Meeting of Members" includes an annual meeting of members and a special meeting of members.
- h) "National Council" – CCI is governed by a CCI National Executive Board and a National Council

#### **1.02 Number and Gender**

Words importing the singular number include the plural and visa versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, Chapters, partnerships, trusts and unincorporated organizations.

### **SECTION TWO: BUSINESS OF THE CHAPTER**

#### **2.01 Head Office**

The Head Office of the Chapter shall be in the City of Halifax (formerly the Halifax Regional Municipality), in the Province of Nova Scotia, and at such place therein as the directors may from time to time determine by resolution.

#### **2.02 Executive of Instruments**

The Board may from time to time direct by resolution the person or persons who may sign on behalf of the Chapter deeds, transfer, assignments, contracts, obligations and other instruments in writing generally or to sign specific deeds, transfers, assignments, contracts, obligations, and other instruments in writing, and instruments in writings so signed shall be binding on the Chapter without any further authorization or formality.

#### **2.03 Financial Year and Budget**

The financial year of the Chapter shall end on the 30<sup>th</sup> day of June, unless changed by CCI.

The Chapter Board shall establish an annual budget for the management and administration of the Chapter and the performance of the objects and duties of the Chapter.

#### **2.04 Banking Arrangements**

The banking business of the Chapter shall be transacted with such banks, trust companies or lending institution as may be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

#### **2.05 Administrator**

- a) The administrator, if one be appointed by the Board, shall have the general management and direction, subject to the authority of the board and the supervision of the president, of the Chapter's business and affairs.
- b) The terms of employment and remuneration of the Administrator shall be settled from time to time by the board.

### **SECTION THREE: DIRECTORS**

#### **3.01 Number of Directors and Quorum**

The affairs of the Chapter shall be managed by its Board of Directors. Until changed in accordance with this By-Law Act, the number of directors shall consist of not less than 3 but not more than 11 directors of whom a majority number shall constitute quorum. Participants at board meetings may participate electronically but not by proxy. A director is deemed to be present for quorum purposes if he or she participates through a conference call or other telecommunications system that allows that director to participate in the meeting directly with all other directors.

#### **3.02 Qualifications**

No person shall be qualified to be a director unless:

- a) They are of the age of majority;
- b) Are mentally competent;
- c) Are not in an un-discharged bankrupt; or
- d) Is an individual and not a corporation, association or other organization;
- e) At the time of their election is a member of the Chapter provided a person who is not a member of the Chapter may be a director if they are otherwise qualified and they become a member of the Chapter within ten days after their election.

### 3.03 Election and Term

At the first meeting of the members of the Chapter at which Directors are to be elected, 1 Director shall be elected for a term of one (1) year, 1 Directors shall be elected for a term of two (2) years and 1 Directors shall be elected for a term of three (3) years. Thereafter the directors of the Chapter shall be elected, in rotation, for a term of three (3) years, and upon the expiration of their respective term of office shall retire, but shall be eligible for re-election. The election shall be by ordinary resolution made by ballot, show of hands or acclamation (if applicable) as the Chair of the meeting may determine. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

### 3.04 Removal of Directors

A majority of all of the members of the Chapters may, by resolution at an annual or special meeting called for such purpose, vote to remove any director from office prior to the end of his or her term and the vacancy created by such removal may be filled at the same meeting by a majority vote of the members present in accordance with the terms of paragraph 3.06.

### 3.05 Vacation of Office

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) The director ceases to be qualified as provided in paragraph 3.02;
- b) The director is removed from office by resolution of the members as provided in paragraph 3.04;
- c) If by notice in writing to the Chapter the director resigns and such resignation, if not effective immediately, becomes effective in accordance with its terms;
- d) If the director is absent from either six (6) consecutive meetings of the board of directors or a majority of the meetings of the board of directors in any given fiscal year; provided that the absent director shall not have their office vacated if, in the opinion of the board of directors, there are special circumstances of a temporary nature which justify the director's absence;
- e) At the request of a majority of the Board if such majority is of the opinion that the director to be removed is in breach of the CCI Code of Ethics for CCI Directors, a copy of which is attached hereto as Appendix "A", or
- f) The director ceases to be a member of the Chapter.

### 3.06 Vacancies

A majority of the Board may appoint any member of the Chapter who consents to the same to fill such vacancy until the next Annual Members' Meeting providing that written consent of that director is received within ten (10) days of appointment. . A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's successor is elected.

### 3.07 Calling of Meetings

Meetings of the board shall be called and held from time to time at such time and at such place as the board, the president or any two other directors may determine provided that there shall be not less than six (6) board meetings in each fiscal year except in the first fiscal year of the Chapter if there is less than six (6) months remaining in it at the time the Chapter receives its Charter.

### 3.08 Notice

Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held. A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified. Notice may be given by prepaid mail, publication in the Chapter's newsletter, posting it on the Chapter's website, by facsimile, electronic mail or any other electronic communication.

### 3.09 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed but no other notice shall be required for any such regular meeting.

### 3.10 Place of Meeting

Meetings of the board shall be held at the head office of the Chapter or any place within the ordinary service area of the Chapter.

### 3.11 Chair

The president or, in the president's absence, the vice-president shall be the chair of any meeting of the directors. If no such officer be present, then the directors shall choose one of their number to be chair.

### 3.12 Votes to Govern

At all meetings of the board every question shall be decided by a majority or the votes cast on the question. In case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.

### 3.13 Remuneration

The directors shall serve as such without remuneration but shall be entitled to be paid their expenses properly incurred by them in respect of carrying out their duties and obligations including, but not limited to, traveling and accommodation expenses incurred in attending:

- Chapter board meetings;
- Meetings of the members of the Chapter;
- Other Chapter events;
- Meetings of the National Board of CCI and its committees if the director is a member of the National Board or one of its committees or is the Chapter designate to the National Board; or
- The National Annual General Meeting of CCI subject to such policies as the Chapter may have in place from time to time limiting the amount of such compensation. Nothing herein contained shall preclude any director from serving the chapter in any other capacity and receiving compensation therefore.

### 3.14 Declaration of Interest

It shall be the duty of every director of the Chapter who is in any way, whether directly or indirectly, interested in a contract or transaction which the Chapter is or is to be a party to declare such interest at a meeting of the directors of the Chapter and to refrain from voting in respect thereto and such director shall not in respect of such contract or transaction be counted in the quorum of the board.

### 3.15 Appointment of Agents and Employees

The Chapter Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Chapter Board at the time of such appointment.

### 3.16 Authorization of Expenditures

The Directors shall have the power to make all decisions on behalf of the Chapter (other than as required by the Act or a by-law of CCI or the Chapter) and shall be entitled to authorize expenditures on behalf of the Chapter and/or CCI from time to time and may delegate by resolution an officer or officers of CCI the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of CCI.

## **SECTION FOUR - OFFICERS**

### **4.01 Election of President**

At the first meeting of the board held subsequent to the annual general meeting of the Chapter of the board shall elect a president from among its members. In default of such election, the then incumbent, if a member of the board shall hold office until a successor is elected. A vacancy occurring from time to time in such office may be filled by the board from among its members.

### **4.02 Appointment of Other Officers**

From time to time the board shall appoint a secretary and may appoint a vice-president, a treasurer and such other officers as the board may determine. The officers so appointed may need not be directors and one person may hold more than one office, save that the president may not hold the office of secretary.

### **4.03 Term of Office**

In the absence of written agreement to the contrary, the board may remove at its pleasure any officer of the Chapter.

### **4.04 President**

The President shall:

- a) When present, preside at all meetings of the members of the Chapter and of the board of directors;
- b) Be charged with the general management and supervision of the affairs and operations of the Chapter;
- c) Together with the Secretary or other officer appointed by the Board for that purpose, sign all by-laws, cheques and membership certificates.

### **4.05 Vice-President**

The Vice-President shall:

- a) During the absence or disability of the president, perform the duties and exercise the powers of the president; and
- b) Have such other powers and duties as the board or the president may prescribe.

### **4.06 Secretary**

The Secretary shall:

- a) Attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose;
- b) Shall give all notice required to be given to members and to directors;
- c) Be the custodian of the seal of the Chapter and of all books, papers, records, correspondence, contracts and other documents belonging to the Chapter; and
- d) Perform such other duties as may from time to time be determined by the board of directors.

### **4.07 Treasurer**

The Treasurer, or person performing the annual duties of a Treasurer, shall:

- a) Keep full and accurate accounts of all receipts and disbursements of the Chapter in proper books of account;
- b) Deposit all moneys or other valuable effects in the name and to the credit of the Chapter in such chartered bank(s), trust company(s) or credit union(s) as may from time to time be designated by the board of directors;
- c) Disburse the funds of the Chapter under the direction of the board of directors, taking proper vouchers therefore;
- d) Render to the board of directors at the regular meetings thereof or whenever required by the board or the Chapter's Auditor, an account of all transactions made as Treasurer, and of the financial position of the Chapter; and

e) Perform such other duties as may from time to time be determined by the board of directors.

#### **4.08 Other Officers**

The duties of all other officers of the Chapter shall be such as the terms of their engagement call for or the board of directors requires of them.

#### **4.09 Standard of Care**

Every director and officer of the Chapter in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interest of the Chapter and exercise the care, diligence and skill reasonably a prudent person would exercise in comparable circumstances. Directors shall at all times adhere to the CCI Code of Ethics for CCI Directors.

#### **4.10 Indemnities of Directors, Officers and Others**

Every member of the Board, or other person who has undertaken or is about to undertake any liability on behalf of the Chapter or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Chapter, from and against:

- a) All costs, charges and expenses whatsoever which such member of the Board or other person sustains or incurs in or about any action, suit, or proceedings which is brought, commenced or prosecuted against such person or in respect of any act, deed, matter or thing whatsoever, made, made or permitted by him or her, in or about the execution of the duties of their office or in respect of any such liability; and
- b) All other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.

#### **4.11 Insurance for Directors and Officers**

The CCI maintains insurance, including Directors and Officers Liability coverage, for the chapters. In the event such insurance is not available the Chapter shall purchase and maintain insurance for the benefit of the directors or officers of the Chapter and former directors or officers of the Chapter and their heirs and legal representatives against any liability incurred by them, in their capacity as a director or officer of the Chapter, except where the liability is related to their willful neglect, criminal activity or fraud.

#### **4.12 Variation of Powers and Duties**

The board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

### **SECTION FIVE: COMMITTEES**

#### **5.01 Advisory Committees**

The board of directors may by resolution create one or more committees, which may, but need not, include members of the board. Unless otherwise provided, the president shall be a member ex-officio of all committees. Committees created by the board of directors shall be given written terms of reference by the board. The board shall appoint a chair for each committee who shall be responsible for managing and supervising the members of that committee. The chair shall at a meeting of the board report as to the status of the committee's work. Such chairs and committee members shall be considered as officers of the Chapter for insurance purposes.

## **SECTION SIX: MEMBERS**

### **6.01 Classes of Membership**

There shall be four classes of membership in the Chapter, two of which are personal and two of which are organizational:

Personal Memberships:

- a) Individual
- b) Professional

Organizational Memberships:

- c) Condominium Corporation; and
- d) Business Partner.

### **6.02 Conditions of General Membership**

Membership in CCI is granted by the individual Chapters of CCI and all persons who become members are members of their Chapter and of National. The qualifications for membership in the Chapter are as follows:

- a) **Individual** memberships shall be limited to any owner or occupant of a condominium or other person, other than a person who would qualify as a professional or business partner member, interested in furthering the objects of the Chapter;
- b) **Professional** memberships are limited to persons who derive a portion of their income from serving the condominium industry and are in professions as designated by the National Executive Board for CCI from time to time;
- c) **Condominium** memberships shall be limited to any condominium corporation, of any type, registered in accordance with the laws of the province of Nova Scotia;
- d) **Business Partner** memberships shall be limited to any Chapter, partnership, sole proprietorship, government agency, investment firm, lending institution, insurance company, advertising company, law firm, management firm, engineering firm, development or construction firm, or other business entity that is involved in the condominium industry, (other than one that would qualify for condominium or professional membership);
- e) Individual and professional members must be 19 years of age or older to apply for membership;
- f) All members must complete an application for membership in such form as the board of directors shall prescribe from time to time;
- g) Admission as a Condominium, Professional, Individual or Business Partner member must be approved by the board of directors. A member may withdraw or resign at any time by submitting a written resignation to the Chapter Board of Directors;
- h) Each Condominium Corporation and Business Partner member shall designate one individual as its representative and each individual so designated shall be entitled to one vote on behalf of the designating organization in any matter upon which a vote is take;
- i) Each Condominium Corporation and Business Partner member may, subject to the discretion of the Chapter, register an unlimited number of its members, residents or employees at educational, informational and social events of CCI and pay the member rate therefor as determined by the Chapter or, with respect to Chapter events, as determined by the Chapter;

### **6.03 Non-Transferability**

Memberships are not transferable.

#### 6.04 Professional Associate

A professional member shall be entitled to seek accreditation as a Professional Associate of CCI in accordance with its by-laws and the policies, procedures and requirements as established from time to time by the National Board of Directors of CCI and if successful to use the accreditation "ACCI".

#### 6.05 Fees

The Chapter Board of Directors may, from time to time, by resolution fix and vary the rates of fees payable annually on all categories and levels of membership.

Fees shall be paid to the Chapter and are due and payable in advance:

- a) On the date of the admission to the Chapter; and
- b) Annually for each year of renewed membership.

CCI shall receive from the Chapter a fee for each voting member. Such fee to be determined by the Executive Board of Directors.

#### 6.06 Termination of Membership

Any Condominium Corporation, Individual, Business Partner or 'Unaccredited Professional' member may be removed by a vote of the Chapter Board of Directors. No such vote of the Chapter Board shall take place until:

- a) A written complaint is made by at least five (5) members of the Chapter that the activities or positions taken or attributed by a member (the "Designated Member") is contrary to the intent and/or objects of CCI; and
- b) A review of the complaint is conducted by the Chapter Board which review shall include, as part thereof, a meeting with the Designated Member and a discussion of the complaint and alleged activities or positions of the Designated Member. Each Chapter shall develop policies for conducting such review.

A motion for removal requires a positive vote by a majority of the Chapter Board present at the meeting at which the vote is held.

Professional members with accreditation may only be removed by CCI.

#### 6.07 Lapse of Membership

If a member has not paid his or her or its dues by the sixth month of the fiscal year, such member's membership shall be deemed to have lapsed.

Such lapsed membership, except an Accredited Professional, may be reinstated at the discretion of the Board upon such member paying such outstanding fees during the applicable fiscal year. The member shall also be entitled to rejoin the Chapter in any future year.

If an accredited professional member has allowed his or her membership to lapse, that individual may be reinstated as an accredited professional member upon recommendation by the Chapter Board and at the discretion of the National Executive Board of Directors. To be eligible for reinstatement, s/he must rejoin the Chapter as a professional member, and pay his or her current membership fees and all membership fees for the period following the lapse of his/her membership, unless otherwise determined by the National Executive Board.

Upon lapse or termination of membership in CCI, any and all rights of the membership shall cease.

## **SECTION SEVEN: MEETINGS OF MEMBERS**

### **7.01 Annual Meetings**

The annual meeting of the members shall be held at such time and on such day in each year as the board may from time to time determine, for the purpose of receiving the reports and statements required to be placed before the annual meeting, electing directors, appointing public accountants and fixing or authorizing the board to fix the public accountant's remuneration, and for the transaction of such other business as may properly be brought before the meeting.

### **7.02 Special Meetings**

Special meetings may be called by the Board, or shall be called by written application of five percent of the members to the President. Such a meeting shall be called within twenty-one (21) days, and be held within ninety (90) days of said application, and notice of such meeting shall be sent to all members in accordance with section 7.04 of these by-laws.

### **7.03 Place of Meetings**

Meetings of members shall be held at the head office of the Chapter or elsewhere in the municipality in which the head office is situate or, if the board shall so determine, at some other place in the province of Nova Scotia.

### **7.04 Notice of Meetings**

Notice of the time and place of each meeting of members shall be given in the manner hereinafter provided not less than twenty-one (21) days before the day on which the meeting is to be held to each member listed in the records of the Chapter as of 4:00pm on the day of which the notice is given. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The public accountants of the Chapter are entitled to receive all notices and other communications relating to any meetings of the member that any member is entitled to receive. Notice may be given by prepaid mail, publication in the Chapter's newsletter, posting it on the Chapter's website, by facsimile, electronic mail or any other electronic communication.

### **7.05 Meetings without Notice**

A meeting of members may be held at any time and place without notice if all the members entitled to vote at it are present in person or represented by proxy, or if those not present or represented by proxy waive notice, consent to such meeting being held or who, within twenty one (21) days of the holding of such meeting, do not object in writing to it having been held and at such meeting any business may be transacted which the Chapter at a meeting of members may transact.

### **7.06 Chair, Secretary and Scrutineers**

The president, or in his or her absence, a vice-president who is a director of the Chapter shall be chair of any meeting of members. If not such officer be present within fifteen minutes from the time fixed for holding the meeting, the members present and entitled to vote shall choose one of their number to be the chair. If the secretary of the Chapter be absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

### **7.07 Persons Entitled to be Present**

The only persons entitled to attend a meeting of members shall be those entitled to vote at it, the public accountant of the chapter and others who may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

#### **7.08 Quorum**

A quorum for the transaction of business at any meeting of members shall be 10% of the members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is not present at the meeting, the members present may adjourn the meeting to a fixed time and place. Notice of such adjourned meeting shall be given in compliance with paragraph 7.04, save and except that only three (3) days' notice of the meeting shall be required.

#### **7.09 Right to Vote**

At any meeting of members every person shall be entitled to vote who is at the time of meeting entered in the books of the Chapter as a paid up member-

#### **7.10 Proxies**

At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the proxy, the same voting rights that the member appointing the proxy would be entitled to exercise if present at the meeting. A proxy need not be a member. An instrument appointing a proxy shall be in writing and, if the appointee is a Corporation, other than a condominium Corporation, shall be under its corporate seal. A proxy given by a condominium member may be accepted if it is executed by the Property Manager shown in the Chapter's records as being the manager of the condominium member unless the condominium member, in writing, advises the Chapter to the contrary prior to a vote being taken. An instrument appointing a proxy shall be acted on only if prior to the time of voting, it is deposited with the secretary of the Chapter or of the meeting or as may be directed in the notice calling the meeting. A photocopy, facsimile or electronically transmitted copy of a proxy, if otherwise valid, shall be accepted for registration.

#### **7.11 Votes to Govern**

At any meeting of the members every question shall, unless otherwise required by the by-laws of the Chapter, or the governing legislation, if any, be determined by a majority of the votes duly cast on the question by those members present, in person or proxy, at the meeting. No vote shall be taken at a meeting of the members on any matter that is not listed in the agenda for that meeting, other than for routine procedural matters. This does not preclude the chair from conducting a non-binding poll or "Straw" vote for the board's guidance.

#### **7.12 Show of Hands**

Any question, other than the election of directors, at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll is required or demanded by a member. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question. The election of directors shall be decided by private ballot unless the directors are acclaimed.

#### **7.13 Polls**

Prior to, or promptly after, a show of hands has been taken on any question, any member entitled to vote on the question may demand a poll thereon. If a poll is required or demanded it shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

#### 7.14 Casting Vote

In ease of an equality of votes at any meeting of members either upon show of hands or upon a poll, the chair of the meeting shall be entitled to an additional or casting vote.

#### 7.15 Adjournment

The chair at a meeting of members may with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

#### 7.16 Conduct of Meetings and Rules of Order

Unless the Act or the articles of association or incorporation of the Chapter provide otherwise, any question as to the calling of the meeting, the right to vote at a meeting, the validity of proxies presented at the meeting, the method used to hold or, the validity of, a vote at a meeting, or the rules of order for a meeting, shall be determined by the chair. If such a decision of the chair is challenged the rules and procedures contained in *Nathan's Company Meetings including Rules of Order* (published by CCH Canadian Limited, Toronto, ON) will be referred to in order to determine the question.

### **SECTION EIGHT: MISCELLANEOUS PROVISIONS**

#### 8.01 By-laws

By-laws of the Chapter may be enacted, repealed or amended by a by-law approved by a majority of the directors at a meeting of the board. Once approved by the board the by-law shall have full force and effect but only until the next annual meeting of the members of the Chapter at which it shall be confirmed, and in default of confirmation at such annual meeting of members it shall cease to have any effect or force. The notice of a meeting of the members at which a by-law will be voted upon shall contain a copy of the by-law or contain instructions as to how the by-law can be viewed on the Chapter's website or other location. Alternatively the by-law may be published in the Chapter Newsletter provided such newsletter is mailed to the members at least twenty-one (21) days prior to the meeting.

#### 8.02 Public Accountant

The members shall at each annual meeting appoint a public accountant to audit or review the accounts of the Chapter to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the board of directors.

A public accountant of the Chapter shall be independent of CCI, its affiliates, or the directors or officers of the CCI or its affiliates. A person is deemed not to be independent if that person or their business partner

- a) is a business partner, a director, an officer or an employee of CCI or any of its affiliates, or is a business partner of any director, officer or employee of CCI or any of its affiliates,
- b) beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of CCI or any of its affiliates, or
- c) has been a receiver, receiver-manager, sequestrator, liquidator or trustee in bankruptcy of CCI or any of its affiliates within two years before the person's proposed appointment as public accountant of CCI.

#### 8.03 Rules and Policies

The board of directors may create, amend or repeal such rules and policies, not inconsistent with these by-laws or the by-laws of CCI, relating to the management and operation of the Chapter, as they deem expedient.

#### 8.04 National By-laws

It is understood that all by-laws, rules and policies of the Chapter must conform with those of CCI in order to be consistent with the purpose, aims and goals of the CCI. If at any time, any provision of this by-law is

or becomes inconsistent with any provision of any by-law of CCI, then these bylaws are deemed to be amended to conform to the by-laws of CCI.

- 8.05 A Chapter may apply to the National Executive Board to establish a satellite Chapter. The Chapter so applying will be responsible for the operation of the satellite and may subsequently apply to the Executive Board to dissolve the satellite.
- 8.06 A chapter is responsible to comply with the CCI Chapter Guidelines and to fulfill all requirements as set out in the Guidelines, which may be revised, from time to time.

### **SECTION NINE: RELATIONSHIP WITH CCI**

- 9.01 Each Chapter shall appoint or elect one person as its voting representative to National Council and that person shall serve as such at the pleasure of the Chapter. Each Chapter shall make regulations governing the appointment or election of its voting representative and shall provide the same to the CCI National office. Notwithstanding the Chapter's right to appoint or elect its representative, any person so appointed or elected as the Chapter voting representative and for so long as he/she is a Chapter voting representative:
- shall, if an individual or professional member, be and maintain status as a member in good standing of CCI and the Chapter, and
  - If a representative of a condominium corporation or business partner member, such condominium corporation or business partner member must be and maintain status as a member in good standing of CCI.

A Chapter shall not appoint or elect as its voting representative a person who has been designated as its representative by a business partner member of the Chapter if that business partner member or a parent or affiliate of that business partner member has a representative appointed by another Chapter as its voting representative and at the discretion of the CCI National Executive.

If the Chapter's voting representative is elected to the National Executive Board, he or she shall cease to be the Chapter voting representative and replacement representative shall be appointed or elected at the earliest opportunity.

- Each Chapter shall notify the CCI National Office of the name and contact information of its voting representative within 10 days after such representative's appointment or election takes place and annually thereafter.

### **SECTION TEN: EFFECTIVE DATE**

#### **10.01 Effective Date**

This by-law shall come into force when confirmed by the members in accordance with this by-law.

**PASSED** by a majority of the Directors of the Nova Scotia Chapter of the Canadian Condominium Institute and sealed with the corporate seal the \_\_\_\_ date of \_\_\_\_\_, 2016.

Signature of Directors follows :

This by-law was confirmed by a majority of the members of the Nova Scotia Chapter on the \_\_\_\_\_ day of \_\_\_\_\_, 2016, at a duly constituted members' meeting.

Secretary: \_\_\_\_\_

Date: \_\_\_\_\_