

**SASKATOON & REGION  
HOME BUILDERS' ASSOCIATION INC.**

**BYLAWS**

*As Approved at the Annual General Meeting of Members April 28, 2016*

**GENERAL BYLAWS**

BYLAWS RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND  
AFFAIRS OF

**SASKATOON & REGION HOME BUILDERS' ASSOCIATION, INC.**

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**BE IT ENACTED** as general bylaws of the Corporation relating generally to the transaction of the business and affairs of the Corporation, as set out in the following pages, namely:

*Approved at the Annual General Meeting of Members April 28, 2016*

## SECTION ONE: INTERPRETATION

### **1.01      DEFINITIONS**

In the Bylaws of the Corporation, unless the context otherwise required:

"Act"	means <u>The Non-Profit Corporations Act, 1995</u> (Saskatchewan) and any statute that may be substituted therefore, as from time to time amended.
"Appoint"	includes "elect" and vice versa.
"Articles"	means the articles of incorporation the articles of amalgamation or the articles of continuance of the Corporation as the case may be as from time to time amended or restated.
"Board"	means the Board of Directors of the Corporation.
"Bylaws"	means this Bylaw and all other Bylaws of the Corporation from time to time in force and effect.
"Corporation"	means that corporation incorporated or continued by certificate of incorporation or continuance under the Act, the Directors of which passed these Bylaws.
"Meetings of Members"	includes an annual meeting of members and a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members in a special meeting of all members entitled to vote at an annual meeting of the members.

"Recorded Address"	means in the case of a member his address as recorded in the securities register; and in the case of joint members, the address appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; and in the case of a Director, officer, auditor, or member of a committee of the Board, his latest address as recorded in the records of the Corporation.
"Signing Officer"	means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.04 or by a resolution passed pursuant thereto.
"Unanimous Membership Agreement"	means a written agreement among all the members of the Corporation, or among all such members and a person who is not a member, that restricts in whole or in part, the powers of the Directors to manage the business and affairs of the Corporation, as from time to time amended.

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter gender; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

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

### **2.01 REGISTERED OFFICE**

The registered office of the Corporation shall be at the City of Saskatoon, in the Province of Saskatchewan and at such location therein as the Board may from time to time determine.

### **2.02 CORPORATE SEAL**

The Board may from time to time adopt a corporate seal which shall be the seal of the Corporation until changed by the Board.

### **2.03 FINANCIAL YEAR**

Until changed by the Board, the financial year of the Corporation shall end on the last day of October in each year.

### **2.04 EXECUTION OF DOCUMENTS**

The Directors shall have the power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents, or other instruments in writing generally, or to sign specific contracts, documents or other instruments in writing. The seal of the Corporation may, when required, be affixed to contracts, documents, or other instruments in writing, signed as aforesaid, by an officer or officers, person or persons appointed by resolution of the Directors.

### **2.05 BANKING ARRANGEMENTS**

The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time 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 from time to time prescribe or authorize.

### **2.06 DISSOLUTION**

Upon winding up, amalgamation or dissolution of the corporation, all assets and accumulated income after satisfaction of debts or liabilities, are to be transferred to a non-profit or charitable organization with similar objectives and such funds be used for promoting its objectives.

## **SECTION THREE: BORROWING AND SECURITIES**

### **3.01 BORROWING POWER**

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may from time to time;

- (a) Borrow money upon the credit of the Corporation;
- (b) Issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- (c) Mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

### **3.02 DELEGATION**

The Board may from time to time delegate to such one or more of the Directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board by Section 3.01 or by the Act to such extent and in such manner as the Board shall determine at the time of each such delegation.

## **SECTION FOUR: DIRECTORS**

### **4.01 NUMBER OF DIRECTORS AND QUORUM**

The Board shall consist of not less than ten (10) and not more than thirteen (13) Directors, consisting of the Board Chair, the immediate Past-Chair, the First Vice-Chair, the Second Vice-Chair, and elected Directors.

The quorum for the transaction of business at any meeting of the Board shall consist of a simple majority of the Directors or such greater number of Directors as the Board, from time to time, may determine. Once duly called to order, the meeting may continue at the pleasure of the remaining Directors, should Directors leaving the meeting reduce the remainder to less than a quorum.

### **4.02 QUALIFICATIONS OF DIRECTORS** - No person shall be qualified for election as a Director if he is less than 18 years of age; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of a bankrupt for less than two years; unless the status of bankrupt is so disclosed to the members and he is elected by the members at large.

- (a) Each Director shall be a member of good standing of one of the classes of membership or an authorized representative of a voting member.
- (b) The Directors shall be eligible for re-election at the annual meeting of members. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which a successor is elected but shall also have the right to be eligible for re-election.

### **4.03 ELECTION AND TERM**

- (a) The term of office for a Director shall be two (2) years and, except where a Director is occupying the position of Board Chair, immediate Past-Chair, First Vice-Chair, Second Vice-Chair, no Director shall serve more than five (5) consecutive two-year terms.
- (b) A retiring Director shall be eligible for re-election to the Board after having remained out of office for at least two (2) full years.

#### **4.04**                    **REMOVAL OF DIRECTORS**

Subject to the provisions of the Act, the members may by resolution passed by majority vote at a meeting specially called for such purpose remove any director from office and the vacancy created by such removal may be filled at the same meeting. Any Director can be removed from office by a two-thirds vote passed at a properly constituted meeting of Directors.

#### **4.05**                    **VACATION OF OFFICE**

A Director ceases to hold office when he dies; he is removed from office by the members; he ceases to be qualified for election as a Director; he is convicted of an indictable offence; he ceases to hold his qualifications as a representative of a corporate member; he or the corporate member he represents loses his or its membership; he fails to attend three consecutive Directors' meetings without reasonable cause; or his written resignation is sent or delivered to the Corporation or if a time is specified in such resignation, at the time so specified, whichever is later.

#### **4.06**                    **VACANCIES**

Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of Directors or from a failure of the members to elect the minimum number of Directors.

In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the minimum number of Directors, the Board shall forthwith call a special meeting of members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any member may call the meeting. Any Director appointed by the Board shall hold office until the next meeting of the members at which time the members shall elect a successor to serve for the unexpired term of the vacant Director.

#### **4.07**                    **ACTION BY THE BOARD**

Subject to any unanimous member agreement, the Board shall manage the business and affairs of the Corporation. Subject to section 4.09 and 4.10 the powers of the Board may be exercised by a meeting at which the quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.



**4.08****MEETING OF THE BOARD**

Meetings of the Board may be held at any time and place to be determined by the Board Chair, or any two Directors, provided that seven (7) days notice shall be sent in writing to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing. A notice of a 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 of business to be specified, including any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the Directors or in the office of auditor;
- (c) issue securities (membership) except in the manner and on the terms authorized by the Directors;
- (d) purchase, redeem or otherwise acquire securities issued by the Corporation;
- (e) approve any financial statements, or
- (f) adopt, amend or repeal bylaws.

A Director may in any manner waive notice of or otherwise consent to a meeting of the board.

**4.09****MEETING BY TELEPHONE**

If all the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.

**4.10****ADJOURNED MEETING**

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

**4.11**                    **CONFLICT OF INTEREST**

A Director or officer who is a party to, or who is a Director or officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or members for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or members, and a Director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

**4.12**                    **REMUNERATION AND EXPENSES**

Subject to any unanimous member agreement, the Directors shall be paid such remuneration for their services as the members may from time to time determine. The Directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving remuneration therefore.

**4.13**                    **FIRST MEETING OF NEW BOARD**

Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such Board is elected.

**4.14**                    **REGULAR MEETINGS**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

**4.15**                    **CHAIR**

The Chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a Director and is present at the meeting; Board Chair, First Vice-Chair or Second Vice-Chair. If no such officer is present, the Directors present shall choose one of their number to be Chair.

## **SECTION FIVE: COMMITTEES**

### **5.01 COMMITTEES OF DIRECTORS**

The Board may appoint a committee of Directors, however designated, and delegate to such committee any of the powers of the Board except those which pertain to items which, under the Act, a committee of Directors has no authority to exercise. A majority of the members of such committee shall be resident Canadians.

### **5.02 APPOINTMENT OF COMMITTEES**

The Board shall, immediately following its election, appoint Chair and members of all committees, and shall announce such appointment not later than one month following its election.

### **5.04 BOARD CHAIR**

The Board Chair, or in his absence, any Vice-Chair, shall have the right to attend all committee meetings as an ex official member thereof, and take part in all sessions and proceedings.

### **5.05 TRANSACTION OF BUSINESS**

The powers of a committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all of the members of such committee who have been entitled to vote on a resolution at a meeting of the committee. Meetings of such committees shall be held at any place in or outside Canada.

## **SECTION SIX: OFFICERS**

### **6.01 OFFICERS**

The officers of the Corporation shall be the Board Chair, the immediate Past Chair, the First Vice-Chair, the Second Vice-Chair, and such other officers as the Board may, by resolution, determine.

### **6.02 ELECTION**

Any vacancies in officers of the Corporation shall be filled by the Board at a meeting held after the annual meeting of the Corporation. At the end of each subsequent annual meeting, all officers shall be elevated to the next highest office. At the expiration of the term of office of the immediate Past-President, the immediate Past-President shall retire from office but, if otherwise qualified, shall be eligible for re-election as a Director at the annual meeting of members.

The Board Chair shall preside over the Board meeting during the election of officers. When there are two or more nominations for an office, the vote shall be taken by secret ballot. In the case of a tie the Chair of the Nominating Committee shall cast the deciding vote.

### **6.03 TERM OF OFFICE**

The Board, in its discretion, may remove any officer of the Corporation. Otherwise, each officer appointed or elected shall hold that office for a term of two years.

### **6.04 TERMS OF EMPLOYMENT AND REMUNERATION**

The terms of employment and the remuneration of officers appointed by the Board shall be settled by it from time to time.

### **6.05 CONFLICT OF INTEREST**

An officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with Section 4.13.

### **6.06 AGENTS AND ATTORNEYS**

The Board will have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

## **SECTION SEVEN: ELECTION OF DIRECTORS AND OFFICERS**

### **7.01 NOMINATIONS COMMITTEE**

At a regular meeting of the Board at least one (1) month prior to the date of the annual meeting, the Board Chair shall appoint a committee to be known as the Nominating Committee. This committee shall consist of three (3) members. The Board Chair shall designate the Chair of the committee and the duties of the committee shall be to:

- (a) recruit potential members based on a Competencies Matrix approved by the Board which provides a skills assessment of the current Board and summary of desired representation moving forward;
- (b) take nominations with the consent of those nominated and to prepare a ballot for the election of Directors;
- (c) provide a list of potential nominees to the Board prior to the meeting.

### **7.02 NOMINATION PARTICULARS**

All nominations must be consented to by the individual nominated.

## **SECTION EIGHT: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **8.01 LIMITATION OF LIABILITY**

Every Director and officer of the Corporation in exercising his powers and discharging his duties shall act honestly and in good faith with a view for the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or officer 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 other act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the money securities or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act, and the regulations thereunder or from liability for any breach thereof.

### **8.02 INDEMNITY**

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or officer, a former Director or officer, or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representative against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or officer of the Corporation or such body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful

The Corporation shall also indemnify such person in such other circumstances as the Act permits or requires.

### **8.03**

#### **INSURANCE**

The Corporation may purchase and maintain insurance for the benefit of any person referred to in section 8.02 against such liabilities and in such amounts as the Board may from time to time determine and are permitted by the Act.

## **SECTION NINE: MEMBERSHIP**

### **9.01**

#### **ELIGIBILITY**

Eligibility for the various memberships shall be as follows:

**MEMBERSHIP** - Membership in the Saskatoon & Region Home Builders' Association is open to any person, firm or corporation who demonstrates to the satisfaction of the Board of Directors, that the applicant is engaged in providing some form of service to the residential construction industry. The holders of this class of membership shall be entitled to vote at all meetings of the Association, they shall be entitled to receive notice of all meetings of the Association and they shall be entitled to vote for and be eligible to be elected as Directors of the Association.

**BUILDER MEMBER** - Builder membership is open to any person, firm or corporation who demonstrates to the satisfaction of the Board of Directors, that the applicant is a builder of houses or residential structures, and is a member of a third party warranty provider recognized by Canada Mortgage and Housing Corporation. Builder members which are building properties which are considered 'purpose-built rentals' that are not for resale and offer no title ownership, and therefore do not require third party warranty. The builder must satisfy such other criteria as specified from time to time by the Board of Directors of the Saskatoon & Region Home Builders' Association. The holders of this class of membership shall be entitled to vote at all meetings of the Association, they shall be entitled to receive notice of all meetings of the Association and they shall be entitled to vote for and be eligible to be elected as Directors of the Association.

**RENOVATOR MEMBER** - Renovator membership is open to any person, firm or corporation who demonstrates to the satisfaction of the Board of Directors, that the applicant is a renovator of houses or residential structures. The renovator member may be required to satisfy other such criteria as specified from time to time by the Board of Directors of the Saskatoon & Region Home Builders' Association. The holders of this class of membership shall be entitled to vote at all meetings of the Association, they shall be entitled to receive notice of all meetings of the Association and they shall be entitled to vote for and be eligible to be elected as Directors of the Association.

**COMMUNITY PARTNER MEMBER** - Partner Membership is open to any association, educational institute or any other non-profit group who demonstrates to the satisfaction of the Board of Directors that the applicant is engaged in providing some form of service to the residential construction industry.



The holders of this type of membership shall not be entitled to vote at any meetings of the Association and they shall not be entitled to vote for or be eligible to be elected as a Director of the Association.

**HONORARY MEMBERSHIP** - Honorary Membership may be conferred on any person by the Board of Directors, in recognition of exceptional and meritorious service in the residential construction industry.

Holders of this type of membership shall not be entitled to vote at any meetings of the Association and they shall not be entitled to vote for or be eligible to be elected as a Director of the Association.

**9.02**                    **MEMBERSHIP FEE**

The membership fee and the amount of annual dues shall be prescribed in the yearly budget and approved by the members in general meeting.

**9.03**                    **MEMBERSHIP INTERESTS**

A membership interest of a member in the Corporation shall be individual and non-transferable, and is terminated as follows:

- (a) By resolution of the Directors
- (b) By a special resolution of the members at large, at a properly constituted meeting of the Corporation
- (c) By bankruptcy of member
- (d) By failure to pay any fee or assessment made by the Directors within thirty (30) days of a notice served upon the member by ordinary mail
- (e) Upon expiration of the term of membership
- (f) Upon liquidation and dissolution of the Corporation

**9.04**                    **MEMBERSHIP REINSTATEMENT**

**BUILDER REINSTATEMENT** – Any Builder member expelled from the Corporation pursuant to paragraph 9.03 hereof may be reinstated by the Board of Directors upon such terms and conditions as outlined below:

1. Three-year period from when member was removed as a member
2. Completion of Member Application form which requires the following:

- a. Business Number
  - b. WCB number
  - c. 3<sup>rd</sup> party warranty provider information
  - d. Principal owners contact information
  - e. References (2)
  - f. Acceptance of our Code of Ethics
3. Registration and Completion of all Certified Professional Builder Program courses
  4. Registration and Completion of Certificate of Recognition (COR) program with SCSA or equivalent safety program consistent with Saskatchewan OH&S regulations including an independent audit.
  5. All related companies be members of Association and/or RenoGuide program
  6. Subject to periodic requests for proof of 3<sup>rd</sup> party warranty registrations and further to request such information from 3<sup>rd</sup> party warranty provider.
  7. One Year Probationary Period
  8. Submission of quarterly reports on progress of above items to the President & CEO and Membership Director.

**RENOVATOR REINSTATEMENT** – Any Renovator member expelled from the Corporation pursuant to paragraph 9.03 hereof may be reinstated by the Board of Directors upon such terms and conditions as outlined below:

1. Three-year period from when member was removed as a member
2. Completion of Member Application form which requires the following:
  - a. Business Number
  - b. WCB number
  - c. Principal owners contact information
  - d. References (2)
  - e. Acceptance of our Code of Ethics
3. Registration and Completion of the National Renovator Business Course
4. Registration and Completion of Certificate of Recognition (COR) program with SCSA or equivalent safety program consistent with Saskatchewan OH&S regulations including an independent audit.
5. Membership in RenoGuide, as well as all related companies be members of Association and/or RenoGuide program

6. One Year Probationary Period
7. Submission of quarterly reports on progress of above items to the President & CEO and Membership Director.

**GENERAL MEMBER REINSTATEMENT**– Any general member expelled from the Corporation pursuant to paragraph 9.03 hereof may be reinstated by the Board of Directors upon such terms and conditions as outlined below:

1. Three-year period from when member was removed as a member
2. Completion of Member Application form which requires the following:
  - a. Business Number
  - b. WCB number
  - c. Principal owners contact information
  - d. References (2)
  - e. Acceptance of our Code of Ethics
3. Letter or presentation to the Board of Directors outlining changes made to company policies related to the company's removal
4. All related companies be members of Association and/or RenoGuide program
5. One Year Probationary Period
6. Submission of quarterly reports on progress of above items to the President & CEO and Membership Director.

#### **9.05 NON-RECOGNITION OF TRUSTS**

Subject to the provisions of the Act, the Corporation shall treat as absolute owner of any membership interest the person in whose name the membership interest is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary, through knowledge or notice or description in the Corporation's records, or on the membership certificate.

#### **9.06 MEMBERSHIP CERTIFICATE**

Every holder of one or more membership interests of the Corporation shall be entitled, at his option, to membership certificate, or to a non-transferable written acknowledgement of his right to obtain a membership certificate, stating the number and class or series or membership interest held by him as shown on the securities register. Membership certificates and acknowledgement of a member's right to a membership certificate, respectively, shall be in such form

as the Board shall from time to time approve. Any membership certificate shall be signed by any two officers of the Corporation, and need not be under the Corporate seal.

**9.07**

**REPLACEMENT OF MEMBERSHIP CERTIFICATES**

The Board or any officer or agent designated by the Board may in its or his discretion, direct the issue of a new membership certificate in lieu of and upon cancellation of a membership certificate that has been mutilated or in substitution for a membership certificate claimed to have been lost, destroyed or wrongfully taken, on payment, of such fee, not exceeding \$3.00, and on such terms as to indemnify, reimbursement of expenses, and evidence of loss and of title, as the Board may from time to time prescribe whether generally or in any particular case.

**9.08**

**JOINT MEMBERS**

If two or more persons are registered as joint holders of any membership interest, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipt for the certificate issued in respect thereof.

**9.09**

**VOTING REPRESENTATIVES**

Any member may change its authorized voting representatives by advising the Corporation in writing of any changes the member wishes to make, signed by the proper officers of the member.

## **SECTION TEN: MEETINGS OF MEMBERS**

### **10.01 ANNUAL MEETINGS**

The Annual Meeting of members shall be held at such time in such year and subject to Section 10.03, at such place as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, electing Directors, appointing Auditors and for the transaction of such other business as may properly be brought before the meeting.

### **10.02 SPECIAL MEETINGS**

Special meetings of members shall be held from time to time and at such place as the Chair, or a quorum of the Board may determine.

### **10.03 PLACE OF MEETINGS**

Meetings of members shall be held at the principal business office of the Corporation or, if the Board shall so determine, at some other place in Canada or, if all the members entitled to vote at the meeting so agree, at some place outside Canada.

### **10.04 NOTICE OF MEETINGS**

Notice of the time and place of each meeting of members shall be given in the manner provided in Section 10.01 not less than twenty-one (21) days before the date of the meeting to each Director and each member who at the close of business on the record date is entered in the securities register as the holder of one or more membership interests carrying the right to vote at the meeting. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgement therein and shall state the text of any special resolution to be submitted to the meeting. A member may in any manner waive notice of or otherwise consent to a meeting of members, and attendance of any such person at a meeting.

### **10.05 LIST OF MEMBERS ENTITLED TO NOTICE**

For every meeting of members, the Corporation shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of interests entitled to vote at the meeting held by each

member. The members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any members during usual business hours at the registered office of the Corporation or at the place where the securities register is kept and at the place where the meeting is held.

**10.06**                    **RECORD DATE FOR NOTICE**

The record date for the determination of the members entitled to notice of the meeting shall be the close of business on the day immediately preceding the day on which the notice is given.

**10.07**                    **MEETINGS WITHOUT NOTICE**

A meeting of members may be held without notice at any time and place permitted by the Act:

- (a) If all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and;
- (b) If the Auditors and the Directors are present or waive notice of or otherwise consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of members may transact. If the meeting is held at a place outside Canada, members not present, or represented by proxy, but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

**10.08**                    **FINANCIAL DISCLOSURE**

The Directors of a Corporation shall place before the members at every Annual Meeting:

- (a) Financial Statements as prescribed relating to the period that began on the day the Corporation came into existence and ended not more than three months before the Annual Meeting or, if the Corporation has completed a Financial year, the period that began immediately after the end of the last completed financial year and ended not more than three months before the Annual Meeting; and
- (b) The report of the auditor, if any.

**10.09**                    **MEMBERSHIP CORPORATION**

Where a Corporation is a membership Corporation it shall publish a notice stating that the documents mentioned in paragraph 10.08 are available at the registered office of the Corporation and that any member may, upon request, obtain a copy thereof, free of charge, by prepaid mail to it's address, or by calling at the registered office of the Corporation during the usual business hours of the Corporation.

**10.10**                    **CHAIR, SECRETARY AND SCRUTINEERS**

The Chair of any meeting of members shall be the Board Chair or in his/her absence, the First Vice-Chair who is a member. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation is absent, the Chair may 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 the Chair with the consent of the meeting.

**10.11**                    **PERSONS ENTITLED TO BE PRESENT**

The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and auditors of the corporation, and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the Articles or Bylaws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the meeting.

**10.12**                    **RULES OF ORDER**

The procedure as provided in Robert's Rules of Order shall govern the procedure at all meetings of members.

**10.13**                    **QUORUM**

A quorum for the transaction of business at any meeting of the members shall be five members present in person or by proxy.

**10.14**                    **RIGHT TO VOTE**

Subject to the provisions of the Act as to authorized representatives of any other body corporate, at any meeting of the members in respect of which the Corporation has prepared the list referred to in Section 10.05, every person who is named in such list shall be entitled to one vote. In the absence of the list

prepared as aforesaid in respect of the meeting who at the time is entered in the securities register as the holder of a membership interest carrying the right to vote at such meetings.

**10.15**            **PROXIES**

Every member entitled to vote at a meeting of members may appoint a proxy holder, or one or more alternative proxy holders, who need be members, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the member or his/her attorney and shall conform with the requirements of the Act.

**10.16**            **TIME FOR DEPOSIT OF PROXIES**

The Board may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the President & CEO or Executive Officer of the Corporation or by the Chair of the meeting or any adjournment thereof prior to the time of voting.

**10.17**            **JOINT MEMBERS**

If two or more persons hold a membership interest jointly, any one of them present in person or represented by proxy at a meeting of members may, in the absence of the other or others, vote the membership interest; but if two or more of those persons are present in person or represented by proxy and vote, they shall vote as one the membership interest jointly held by them.

**10.18**            **VOTES TO GOVERN**

At any meeting of members every question shall, unless otherwise required by the Articles or Bylaws, be determined by a majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll the Chair of the meeting shall be entitled to a second or casting vote.

**10.19**            **SHOW OF HANDS**

Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot 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 and an entry to effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against any resolution or other proceedings 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.

**10.20**            **BALLOTS**

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member or proxy holder entitled to vote at the meeting may require to demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken each person present shall be entitled, in respect of the membership interests which he/she is entitled to vote at the meeting on the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the members upon the said question.

**10.21**            **ADJOURNMENT**

If a meeting of members is adjourned for less than thirty (30) days it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

**10.22**            **RESOLUTION IN WRITING**

A resolution in writing signed by all the members to vote on the resolution at a meeting of members is as valid as if it had been passed at a meeting of the members and satisfies all the requirements of the Act relating to meetings of members, unless a written statement with respect to the subject matter of the resolution is submitted by a Director or the auditors in accordance with the Act.

**10.23**            **BYLAW AMENDMENTS**

The Bylaws of the Corporation may only be amended by a majority vote at a meeting of members properly constituted to consider the proposed amendments. The Directors of the Corporation may not amend, repeal or pass any Bylaws.

## **SECTION ELEVEN: NOTICES**

### **11.1 METHOD OF GIVING NOTICES**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the Bylaws or otherwise to a member, Director, Officer, Auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his/her recorded address by prepaid ordinary or air mail or if sent to him/her at his/her recorded address by any means of prepaid transmitted or recorded information. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, officer, auditor or member of a committee of the Board in accordance with any information believed by him/her to be reliable.

### **11.02 NOTICE TO JOINT MEMBERS**

If two or more persons are registered as joint holders of any membership interest, and a notice shall be addressed to all such joint holders but notice to one of such persons shall be sufficient notice to all of them.

### **11.03 COMPUTATIONS OF TIME**

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

### **11.04 UNDELIVERED NOTICES**

If any notice given to a member pursuant to Section 11.01 is returned on three consecutive occasions because he/she cannot be found, the Corporation shall not be required to give any further notices to such member until he/she informs the Corporation in writing of his/her new address.

**11.05****OMISSIONS AND ERRORS**

The accidental omission to give any notice to any member, Director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

## **SECTION TWELVE: CODE OF ETHICS**

### **12.01 CODE OF ETHICS**

Members shall comply with the National Building Code of Canada as a minimum standard for construction and shall work toward its improvement in the interests of structural sufficiency, safety, and health.

Members shall plan their sites and homes to conform to the principles of good community planning.

Members shall deal justly with their employees, subcontractors, and suppliers.

Members shall deal honestly and fairly with their customers.

Members shall cooperate to extend the effectiveness of the Association by exchanging information and experience, and encourage research on materials and techniques in order to provide the best value for their customers.

Members shall uphold the principle of appropriate and adequate compensation for the services which they render.

Members shall avoid all conduct or practice detrimental to the house building industry, to the Association, to the good name or reputation of any of its members, or its customers.

*These responsibilities are freely and solemnly assumed as they form part of an obligation as Members of the Saskatoon & Region Home Builders' Association.*

### **12.02 CODE OF DISCIPLINARY ACTION**

#### **DEFINITIONS**

1. In this Code, the following terms have the meanings set out hereunder:
  - (a) "disciplinary action" means:
    - (i) revocation of the membership of a member, with or without a right to re-apply for membership from and after a specified date;
    - (ii) refusal to renew the membership of a member, with or without a right to re-apply for membership from and after a specified date;
    - (iii) suspension of the membership of a member, upon such terms and for

such period as either the Ethics Committee or the Board of Directors in their absolute discretion may determine;

- (iv) placing the member on probation, upon such terms and for such period as either the Ethics Committee or the Board of Directors in their absolute discretion may determine;
- (v) issuing a reprimand or warning to the member concerned;
- (vi) sending a copy of the decision of the Ethics Committee and any reasons therefore to the applicable new home warranties program or any other appropriate body; and
- (vii) imposing a monetary penalty in the amount of any costs incurred by the Association as a consequence of the improper conduct of the member concerned, including the cost of any investigation conducted by the Complaints Committee and all costs associated with any meeting of the Ethics Committee or the Board of Directors in respect of the improper conduct;

(b) "improper conduct" means:

- (i) the failure by a member to abide by the Bylaws, rules, regulations or Code of Ethics of the Association;
- (ii) professional negligence or incompetence; or
- (iii) any other conduct by a member which in the opinion of the Board of Directors does not become a member of the Association or is injurious to the character and interests of the Association;

(c) "probation" means that the member concerned continues to enjoy the rights and privileges of membership in the Association, subject to any terms imposed by either the Ethics Committee or the Board of Directors;

(d) "suspension" means that the member concerned is not entitled to enjoy the rights and privileges of membership in the Association for the period of the suspension, subject to any terms imposed by either the Ethics Committee or the Board of Directors.

## **GENERAL**

2. A member of the Association may be subject to disciplinary action as a consequence of improper conduct by that member, in the manner set out in this Code.
3. The Board of Directors shall establish, and, on an annual basis, appoint members of the Association to a Complaints Committee and an Ethics Committee.

## **COMPLAINTS COMMITTEE**

4. The Complaints Committee shall be composed of three (3) members, with one member to be designated by the Board of Directors as Chair. A majority of the Complaints Committee shall constitute a quorum. Where vacancies occur on the Complaints Committee, the Board of Directors shall appoint such further members as are necessary.
5. The Complaints Committee has the power:
  - (a) to consider and/or investigate complaints from members of the Association or from the general public concerning alleged improper conduct of members;
  - (b) of its own motion, or at the request of the Executive Committee or the Board of Directors, to consider and/or investigate any allegation of improper conduct;
  - (c) to refer matters to the Ethics Committee, in accordance with this Code;
  - (d) to provide notice to the member concerned, in accordance with this Code; and
  - (e) to do such further and other acts as are required by this Code or as are necessary or incidental to the powers set out in subsections (a), (b), (c) and (d) hereof.

## **ETHICS COMMITTEE**

6. The Ethics Committee shall be composed of at least five (5) members, with at least one member from each of the membership categories listed in the Bylaws of the Association. Where vacancies occur on the Ethics Committee, the Board of Directors shall appoint such further members as are necessary. No current member of the Complaints Committee shall also be a member of the Ethics Committee. Three members of the Ethics Committee shall constitute a quorum.
7. The Ethics Committee has the power:
  - (a) to conduct meetings in accordance with this Code;
  - (b) to make a decision as to whether a member has engaged in improper conduct, and to impose disciplinary action; and
  - (c) to do such further and other acts as are required by this Code or as are

necessary or incidental to the powers set out in subsections (a) and (b) hereof.

### **INVESTIGATION OF COMPLAINTS**

8. The Complaints Committee may consider and/or investigate complaints made by members of the general public or members of the Association regarding the conduct of any member of the Association. The Complaints Committee, of its own motion or at the request of the Executive Committee or the Board of Directors, may consider and/or investigate any allegation of improper conduct.
9. Where a complaint is made by a member of the Association or by a member of the general public, the Complaints Committee shall act only upon receipt of the complaint in writing and signed by the complainant, setting out the nature of the alleged improper conduct and particulars in support of the complaint (hereinafter referred to as the "Complaint").
10. The Complaints Committee thereafter in its absolute discretion may refer the Complaint to the Ethics Committee for the purpose of a meeting to be held in the manner set out below, or may dismiss the Complaint.
11. Where the Complaints Committee has conducted an investigation on its own motion, or at the request of the Executive Committee or the Board of Directors, it may in its absolute discretion refer the matter to the Ethics Committee.
12. Where the member concerned is a member of the Complaints Committee, or is associated with or employed by a member of the Complaints Committee, such member of the Complaints Committee shall not be entitled to consider and/or investigate the Complaint or determine whether the matter should be referred to the Ethics Committee. If, as a result of such disqualification, a quorum of the Complaints Committee is not possible, the Board of Directors shall appoint such special members of the Complaints Committee as is necessary to constitute a quorum. Any special members of the Complaints Committee shall cease being members of said committee as soon as the matter has been determined.

### **NOTICE OF COMPLAINT**

13. Where a Complaint is referred to The Ethics Committee, the Complaints Committee shall send particulars of the Complaint to the member concerned by prepaid first class mail, together with a notice requiring the member to attend a meeting of the Ethics Committee to be held at least twenty (20) days after the notice has been sent posted by pre-paid first class mail.
14. The Complaints Committee may consider and/or investigate any matter on its own motion, or at the request of the Executive Committee or the Board of Directors, and

if warranted, shall refer the matter to the Ethics Committee by giving notice thereof in writing by prepaid first class mail to the member concerned, providing particulars of the alleged improper conduct and requiring the member to attend a meeting of the Ethics Committee to be held at least twenty (20) days after the notice has been posted by pre-paid first class mail.

### **MEETING OF ETHICS COMMITTEE**

15. A meeting of the Ethics Committee in respect of a Complaint or matter referred by the Complaints Committee shall be conducted in the following manner:
- (a) the Chair of the Complaints Committee shall present the nature of the Complaint or matter referred by the Complaints Committee and, without revealing the name of the complainant any information received as a result of the investigation;
  - (b) the member, either orally or in writing, shall be afforded an opportunity to make full response to the particulars of the Complaint or matter referred by the Complaints Committee, but shall not receive a copy of the Complaint itself or the name of the complainant;
  - (c) the members of the Ethics Committee may ask questions of the member in respect of the particulars of the Complaint or the matter referred by the Complaints Committee;
  - (d) no matter other than the specific Complaint or matter referred by the Complaints Committee of which particulars have been given to the member shall be addressed or considered at the meeting; and
  - (e) the member shall not be entitled to appear with counsel.
16. At any meeting of the Ethics Committee in respect of a Complaint or matter referred by the Complaints Committee, the Ethics Committee has the power, subject to the requirements of this Code, to proceed in such manner as in its absolute discretion it sees fit, and is not bound by the rules of evidence or other legal rules. Without limiting the generality of the foregoing, the Ethics Committee has the power:
- (a) to summon before it any member and to require the production by any member of such documents and records as the committee may request;
  - (b) to adjourn the hearing from time to time; and
  - (c) to receive evidence otherwise than under oath.
17. Where the member concerned fails to attend a meeting of the Ethics Committee after having been sent the required notice, the Ethics Committee may proceed to consider and determine the Complaint or matter referred by the Complaints Committee in the absence of the member.



18. Where the member concerned is a member of the Ethics Committee, or is associated with or employed by a member of the Ethics Committee, such member of the Ethics Committee shall not be entitled to consider or determine the matter. In such event, the Board of Directors shall appoint such special member or members of the Ethics Committee as are necessary to constitute a quorum for the meeting. Any special members of the Ethics Committee shall cease being members of said committee as soon as the matter has been determined.
19. The Ethics Committee shall consider all the information supplied and submissions made at the aforesaid meeting and determine whether in its opinion the member has engaged in improper conduct and impose such disciplinary action as the Ethics Committee deems advisable.
20. The Ethics Committee has the power to defer any disciplinary action against a member, pending compliance by that member with any conditions the Ethics Committee in its absolute discretion may impose. Without in any way restricting the generality of the foregoing, the Ethics Committee has the power to require the member to attend and complete a course of study or training or instructional program, or to comply with a specific section of the Bylaws, rules, regulations or Code of Ethics of the Association.

#### **DECISIONS OF THE ETHICS COMMITTEE**

21. The Ethics Committee shall render a decision in writing setting out:
  - (a) whether it has found improper conduct, and if so, the nature of the improper conduct so found;
  - (b) disciplinary action, if any, imposed by the Ethics Committee; and
  - (c) any other matter which the Ethics Committee in its absolute discretion deems advisable.
22. The Ethics Committee shall not be obliged to deliver reasons for its decision, unless a written request is made by the member.
23. The decision of the Ethics Committee shall be approved by a majority of the members of the Ethics Committee in attendance at the meeting in respect of the Complaint or matter referred by the Complaints Committee.
24. The member concerned shall be provided with a copy of the decision of the Ethics Committee and the reasons therefore, if requested. The member shall be given notice that he/she has the right to have the decision of the Ethics Committee considered by the Board of Directors, and that he/she may exercise that right by notifying the Ethics Committee, in writing, within twenty (20) days after the decision has been sent to him/her that he/she wishes to make written submissions to the Board of Directors and/or to attend the Board of Directors' meeting to make oral submissions. Both the decision of the Ethics Committee and the notice

contemplated by this section shall be sent to the member concerned by pre-paid first class mail.

25. If the member concerned fails to request that the decision of the Ethics Committee be considered by the Board of Directors within the time prescribed by this Code, the decision of the Ethics Committee shall become final and binding upon the member concerned.

### **MEETINGS OF THE BOARD OF DIRECTORS**

26. Where the member concerned requests that the decision of the Ethics Committee be considered by the Board of Directors, the member shall make a submission in writing as to why the decision should not be upheld, and may, if the member so requests, also appear before the Board of Directors without legal council to make an oral submission to the Board of Directors. Where a request is made by a member for a review of the decision of the Ethics Committee, the Chair of the Ethics Committee or his/her designate shall appear before the Board of Directors and provide the Board of Directors with a copy of the decision and the written reasons therefore, if any, a copy of any written document filed with the Ethics Committee and shall also give the Board of Directors an oral summary of the reasons for decision. The Board of Directors has the power upon a two-thirds (2/3) majority vote of those members in attendance to make any decision as in its absolute discretion it sees fit, concerning whether the member has engaged in improper conduct and what, if any, disciplinary action should be taken, which may include action more or less severe than that imposed by the Ethics Committee. Without limiting the generality of the foregoing, the Board of Directors has the right to adopt or vary the decision of the Ethics Committee as it sees fit, including the right to direct the Ethics Committee to conduct a fresh hearing.
27. The decision of the Board of Directors shall be final and binding upon the member concerned.
28. The member shall not be entitled to written reasons for the decision made by the Board of Directors.
29. Where the member concerned is a member of the Board of Directors, or is associated with or employed by a member of the Board of Directors, such member of the Board of Directors shall not be entitled to attend the meeting at which the decision of the Ethics Committee is considered nor shall such member be entitled to vote at said meeting.
30. No member of either the Complaints Committee or the Ethics Committee who investigated, considered or determined a Complaint or a particular matter shall be entitled to attend the meeting at which that Complaint or matter is considered by the Board of Directors, nor shall such member be entitled to vote at said meeting.

### **BREACH OF PROBATION OR SUSPENSION TERMS**

31. Where a member has been suspended or placed on probation on certain terms, the breach of any such terms by the member constitutes improper conduct within the meaning of this Code, and shall be taken into consideration by the Ethics Committee in determining whether the membership of that member should be revoked or any other disciplinary action taken.

### **NON-PAYMENT OF FEES**

32. Disciplinary action may be taken by the Board of Directors against a member for non-payment of fees, dues or other assessments if unpaid within one hundred and twenty (120) days from the date due. Such disciplinary action shall be taken directly by the Board of Directors without involving either the Complaints Committee or the Ethics Committee. The member concerned shall be given notice of the amounts due at least twenty (20) days prior to the meeting of the Board of Directors at which disciplinary action against said member is considered and the member must be informed that failure to make payment in full may result in disciplinary action. The member concerned is entitled to make written representations to the Board of Directors. Disciplinary action against a member for non-payment of fees, dues or other assessments shall be taken on two-thirds (2/3) majority vote of the Board of Directors. The notice contemplated by this section shall be sent to the member concerned by pre-paid first class mail.

### **NON-ELIGIBILITY**

33. The membership of any member of the Association may be revoked in the event that a member ceases to meet the minimum standards of eligibility as set out in the Bylaws of the Association. The decision to revoke membership for failure to meet the minimum standards of eligibility shall be taken on two-thirds (2/3) majority vote of the Board of Directors. The member concerned shall be given notice that the Board of Directors will be considering revocation of its membership at least 20 days in advance of the meeting at which the decision will be made, and that the member has the right to make written submissions to the Board of Directors. The notice contemplated by this section shall be sent to the member concerned by pre-paid first class mail.

### **RESIGNATION**

34. Any member while in good standing, may resign from the Association. Such resignation shall be made in writing and shall be acted upon at the next meeting of the Board of Directors following receipt of the written resignation. Resignation shall become effective on the date of acceptance by the Board of Directors.

35. If a member resigns from the Association before a pending complaint is resolved that member may not subsequently reapply for membership.

**FORFEITURE OF INTEREST**

36. Upon resignation, termination or revocation of membership in the Association or the refusal of the Association or failure by a member to renew membership, the member concerned shall have no further interest in or claim to any assets of the Association, including dues and assessment.

## **SECTION THIRTEEN: STATEMENT OF PRINCIPLE ON GOOD GOVERNANCE**

### **13.01            GENERAL**

The purpose of this statement is to outline the duties which all Directors of the Association undertake, during their term of office, to enable the Association to achieve effectively the Objects outlined in its incorporating documents (*Appendix A*), by maintaining a reputation for the highest standard of public trust, good governance and stewardship.

### **13.02            DUTIES AND RESPONSIBILITIES**

- a) The Director shall act in the best interests of the Association and of the entire Membership as a whole, in pursuance of the Associations Bylaws, and without bias toward any single group or interest.
- b) The Director shall devote his/her attention to:
  - i. Development and proper implementation of the Association's strategic direction, policies, budget, staff succession planning, and Vision Action Plan;
  - ii. The sufficiency and safeguarding of the Association's financial and human resources;
  - iii. Monitoring of corporate performance in relation to the Vision Action Plan;
  - iv. Managing the risks to the Association and to the housing industry across Saskatchewan; and
  - v. Reporting to the Membership as a whole.

In doing so, the Director shall use his/her best efforts to ensure that the needs of the housing industry, and the views and concerns of the Membership as a whole, are understood by the full Board.

- c) The Director shall act honestly, in good faith, and in the best interests of the Association, and of the Membership and the housing industry as a whole:
  - i. The Director shall observe and enforce the *Code of Ethics (Appendix B)*, the *CHBA Statement of Commitment (Appendix C)*, the *Policy Guidelines Concerning Conduct for Members of the Board of Directors, Standing Committees and Councils (Appendix D)*, and the excerpts from the *Human Rights, the Workplace and Public Comments (Appendix E)*, all of which form part hereof; the Director shall do likewise for the Association's Policies on Violence and Harassment (available through the National

CHBA Office);

- ii. The Director shall maintain the confidentiality of information received in the capacity of Director; and
  - iii. The Director shall adhere to the Bylaws, to the policies adopted by the Board and, where applicable, to *Robert's Rules of Order*.
- d) The Director owes a duty of care to the Membership of the Association as a whole, and shall exercise the degree of skill and diligence reasonably expected from a person who is knowledgeable about business and the housing industry. Directors are expected to exercise the same care one Association's behalf, as they would on their own behalf.
- e) The Director shall be proactive in the performance of his/her duties by:
- i. Attending meetings;
  - ii. Participating in meetings in a meaningful, succinct, non-repetitive and constructive way;
  - iii. Being vigilant to ensure that the Association is being properly managed and is complying with laws affecting the Association;
  - iv. Ensuring that his/her activities do not undermine the reputation or integrity of the Association; and
  - v. Engaging in activities that demonstrate the accountability of the Association, and the Director, to the Membership as a whole.

Directors understand that even when they have not attended a meeting, they are still considered to have consented to the outcomes, unless they formally dissent.

- f) In fulfilling his/her duty, the Director has a responsibility to ensure that the information necessary for informed decisions is available and has been properly reviewed, particularly before meetings.
- g) The Director shall perform his/her responsibilities in accordance with the law, and shall be mindful of normal statutory provisions applicable to Directors, including the standard legal requirement that Directors are liable for unpaid wages of employees.
- i. The Director shall perform his/her responsibilities in a manner that avoids any real or apparent conflict of interest between private interests and the interests of the Association;
  - ii. The Director has a duty to disclose any conflict of interest to the Board Chair or Secretary. The Director should consult with the Board Chair or the President & CEO if in doubt about whether a real or apparent conflict exists.
  - iii. The Director shall not carry on a business, hold an office or directorship, or

engage in an activity if these activities are likely to conflict with the Director's duties and responsibilities to the Association, or bring harm to the Association.

- h) The Director shall use all appropriate opportunities to make known and explain the policies of the Association. However, the Director will assure that personal opinion will be clearly identified as such, so that it will not be confused with established Association policy.

**13.03**

**APPENDIX A: OBJECTS OF THE NATIONAL ASSOCIATION** - As outlined in its Letters Patent (1943) and as amended (1971):

- a) To associate the housing and urban development industry of Saskatchewan for purposes of mutual advantage and cooperation;
- b) To improve the quality and character of homes for the Saskatchewan people;
- c) To develop and establish standards of practice for those engaged in the housing and urban development industry;
- d) The exchange experiences and information among those engaged in the housing and urban development industry; and
- e) To represent its members in matters of national, provincial and local policy and legislation affecting the housing and urban development industry.

**13.04**

**APPENDIX B: CHBA NATIONAL CODE OF ETHICS** – these responsibilities are freely and solemnly assumed as they form part of an obligation as a Member of the Canadian Home Builders' Association.

- a) Members shall work toward the improvement of applicable building codes.
- 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 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 the best value for their customers.

- f) Members shall avoid all conduct or practice detrimental to the home building industry, to the Association, to the good name or reputation of any of its members, or its customers.
- g) Members shall commit to continuing learning through human resource policies and practices, including employment practices which treat employees as assets.
- h) Members shall actively promote health and safety principles and legislation.
- i) Members shall treat their competitors, including their property and ideas, with respect.

**13.05**

**APPENDIX C: STATEMENT OF COMMITMENT**

The Governance Committee believes that it is the responsibility of the Association's leadership at all three levels – local, provincial and national – to convey to the Association's members that the Association is one organization, working in unity to serve and support members everywhere in Canada.

Further, it is the responsibility of the Association's leadership at all three levels to recognize and communicate the value and importance of each level.

And, further, it is the responsibility of the Association's leadership to ensure that all reasonable steps are taken to inform members of the work being carried out by each level and to encourage members to participate in the Association's work.

And, further, it is the responsibility of the Association's leadership at all three levels to reinforce the Association's mission, values and principles in the way the Association's work is carried out and communicated to members and publicly.

**13.06**

**APPENDIX D: POLICY GUIDELINES CONCERNING CONDUCT FOR MEMBERS OF THE BOARD OF DIRECTORS, STANDING COMMITTEES AND COUNCILS**

In the winter of 1992, CHBA adopted Guidelines concerning conflict of interest. For greater clarity, the following provides more specificity on the duties of members of the Board of Directors, the standing committees and the councils of the CHBA (who are collectively referred to as 'committee members').

- a) Committee members obtain information (via CHBA, its committees, councils and liaison) from time to time which is not available to other members of the organization. It is improper for committee members to use that information for their personal gain, in a way that constitutes unfair competition with other members. The CHBA treats the misuse of such information, for personal gain, as improper conduct.



- b) Since it is established CHBA policy to encourage openness and fairness in any tendering process by governments and institutions, it is improper for committee members to use their position to encourage favouritism with governmental institutional clients (ex. sole sourcing, favouritism in tendering, etc.). The proper course of action, for committee members whose inside information makes them aware of public sector business prospects, is to so advise the National Executive Board of the CHBA and to compete fairly with CHBA members for whatever business may arise.
- c) It is entirely proper for committee members and other members of the CHBA to cite their membership in the CHBA as a badge of their credibility. However, it is improper for the committee members to cite their committee member status to prospective clients as a pretext for preferential treatment over any other member of the CHBA.
- d) It is improper for committee members to advise prospective clients that their committee member status at CHBA implies any tacit endorsement by CHBA above and beyond the support which CHBA provides to its membership generally.
- e) It is improper for committee members to use their committee member status to lobby for business for themselves under the guise of work done for the CHBA (or with CHBA's endorsement or acquiescence). The CHBA's name is not to be used for the attainment of private advantage.
- f) The CHBA's name and letterhead may be used only in support of the approved programs, projects and initiatives of the CHBA.
- g) No person shall pursue any contract of whatever description under the guise of a contract with CHBA (or a contract with CHBA's endorsement or acquiescence) unless the CHBA actually does endorse or acquiesce. Any person who wishes to use CHBA's name, in the form of a direct or indirect endorsement or acquiescence to any new initiative shall first obtain the consent of the Executive Board. Application for such consent shall be made in writing, and a copy forwarded to the Chief Operating Officer.
- h) The CHBA reserves the absolute right to refuse any retroactive ratification of any initiatives which are undertaken in breach of these guidelines.
- i) Although committee members are free to discuss the interpretation and implementation of these guidelines with the National Executive Board, it is improper to lobby other committee members to pursue exemptions.
- j) A committee member may not avoid these guidelines by arranging for a breach of these guidelines to be committed by a spouse, family member or member of his/her

firm. These guidelines are binding on all committee members and persons not dealing at arm's length with committee members.

- k) Any breach of these guidelines is punishable under the Association's procedures for Disciplinary Action.
- l) All committee members shall observe these guidelines in the spirit as well as in the letter.

13.07

**APPENDIX E: EXCERPTS FROM HUMAN RIGHTS, THE WORKPLACE AND PUBLIC COMMENTS**

Members, directors and staff of HBA's are ambassadors of the industry. In both public and private meetings their behaviour reflects upon the industry, the Association and its members as a whole. The credibility of any Association depends on its behaviour; and in a world of instant communications, it does not take long for rumours of improper behaviour to jeopardize an Association's standing among its members and in the community....

Oral or written comments may violate a person's human rights even if the comments were not intended to harm him or her. In the eyes of the law, it is sufficient that a racist or sexist comment can have a negative effect on the 'sensibilities' of the individual.... (Furthermore) harassment is a series of bothersome comments that are known (or ought to be known) to be unwelcome....

Representatives of the industry or the Association, who are in the public (or even private) meetings, cannot afford to convey the impression (through jokes or comments) that the....Association is affected by bias. The CHBA believes that the above principles of fairness and equity are fundamental not only to how employers treat employees, but also to how Associations treat their suppliers, members, volunteers and officers. Good business practice requires conduct that includes awareness and sensitivity....; it also includes consideration and courtesy. The law provides an unequivocal starting-point; but our industry owes it to itself to go beyond the letter of the law, and assure that its intent is reflected in every possible aspect of the Association.

## **SECTION FOURTEEN: EFFECTIVE DATE AND REPEAL**

### **14.01 EFFECTIVE DATE**

This Bylaw shall come into force when confirmed by the members in accordance with the Act.

### **14.02 REPEAL**

All previous Articles of Association or Bylaws of the Corporation, if any, are repealed as of the coming into force of this Bylaw, provided that such repeal shall not affect the previous operation of any Articles of Association or Bylaw so repealed or effect the validity of any act done or right, privilege, obligations or liability acquired or incurred under or the validity of any contract or agreement made, pursuant to any such Bylaw prior to its repeal. All officers and persons acting under any Articles of Association or Bylaw so repealed shall continue to act if appointed under the provisions of this Bylaw and all resolutions of the members or Board with continuing effect passed under any repealed Articles of Association or Bylaw shall continue good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.