



BY-LAW

**Approved by Members
November 18, 2021**

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**BY-LAW OF BUILDING OWNERS AND MANAGERS ASSOCIATION OF
SASKATCHEWAN CORP. (the “Corporation”)**

BE IT ENACTED as a By-law relating generally to the conduct of the activities and affairs of the Corporation as follows:

**ARTICLE 1
INTERPRETATION**

Section 1.1 Definitions.

In the By-laws of the Corporation, unless the context otherwise requires: “**Act**” means The Non-profit Corporations Act, 1995 (Saskatchewan).

“**appoint**” includes “elect” and vice versa.

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, arrangement, reorganization, or revival of the Corporation.

“**Authorized Representative**” means an individual designated to act as an authorized representative of a member pursuant to Section 3.6 .

“**Board**” means the board of directors of the Corporation.

“**By-law**” means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.

“**Director**” means a member of the Board.

“**entity**” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.

“**meeting of members**” means an annual meeting of members and a special meeting of members.

“**non-business day**” means Saturday, Sunday and any other day that is a statutory holiday in Saskatchewan.

“**ordinary resolution**” means a resolution passed by a majority of the votes cast by the members who voted respecting that resolution.

“**person**” includes any individual, partnership, corporation, trust, unincorporated organization, or government entity;

“**recorded address**” means:

- (a) in the case of a member, his or her address as recorded in the register of members of the Corporation;

- (b) in the case of an officer, auditor, or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and
- (c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

“**special meeting**” includes a meeting of any class or classes of members, and a special meeting of all members entitled to vote at an annual meeting of members.

“**special resolution**” a resolution passed by a majority of not less than two-thirds of the votes cast by the members who voted respecting that resolution or signed by all member entitled to vote on that resolution.

Section 1.2 Other Definitions.

Unless otherwise defined herein, the defined terms set out in the Act have the same meanings as when used in this By-law. For the purposes of this By-law, (a) the words “include”, “includes” and “including” will be deemed to be followed by the words “without limitation”; (b) the word “or” is not exclusive; (c) the words “herein”, “hereof”, “hereby”, “hereto” and “hereunder” refer to this By-law as a whole; (d) whenever the singular is used herein, the same will include the plural, and whenever the plural is used herein, the same will include the singular, where appropriate; (e) words importing a gender will include all other genders; and (d) a reference to a statute, including the Act, means such statute as amended from time to time and includes any successor legislation thereto and any regulations promulgated thereunder. Unless the context otherwise requires, references herein: (f) to sections mean the sections of this By-law; (g) to an agreement, instrument or other document means such agreement, instrument or other document as amended, supplemented and modified from time to time to the extent permitted by the provisions thereof.

ARTICLE 2 REGISTERED OFFICE AND RECORDS

Section 2.1 Location of Registered Office.

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

Section 2.2 Books and Records.

Any records maintained by the Corporation in the regular course of its business, including its register of members, books of account and minute books, may be maintained in a bound or loose-leaf book or may be entered or recorded by any system of mechanical or electronic data processing or any other information storage device. The Corporation shall make such records available for inspection under applicable law.

ARTICLE 3 MEMBERSHIP

Section 3.1 Membership Conditions.

Subject to the Articles, there shall be four classes of members in the Corporation, as follows:

- (a) Principal Members: – Voting Members: May attend and vote at all meetings of the members; may be elected as a Director or officer, pay membership fees
- (b) Allied Members – Non-Voting Members: May attend meetings of members but are not entitled to vote; may be elected as a Director but not as an officer, pay membership fees.
- (c) Colleague – Non-Voting Members: May attend meetings of members but are not entitled to vote; may be elected as a Director or officer if colleague of a Principal Member; may be elected as a Director but not as an officer if colleague of an Allied Member; pay membership fees.
- (d) Honorary Member – Non-Voting Member: May attend meetings of members but are not entitled to vote; cannot be elected as a Director or officer; do not pay membership fees.

Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes, and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of and attend all meetings of the members of the Corporation. Each member who is entitled to vote at a meeting of the members of the Corporation shall be entitled to one vote at such meetings.

Section 3.2 Principal Members.

Principal Members shall be persons who are the owners or managers of commercial property within the Province of Saskatchewan. Principal Members (or their Authorized Representatives) who are in good standing are entitled to attend and vote at all meetings of members of the Corporation and are eligible to be elected as a Director or an officer of the Corporation. Principal Members, who are in good standing, are entitled to serve on any committee at the request of the Board.

Section 3.3 Allied Members.

Allied Members shall be persons who provide supplies and/or services to or in respect of commercial property within the Province of Saskatchewan. Allied Members (or their Authorized Representatives), who are in good standing are entitled to attend, but not vote at, all meetings of members of the Corporation and are eligible to be elected as a Director, but not an officer, of the Corporation. Allied Members, who are in good standing, are entitled to serve on any committee at the request of the Board.

Section 3.4 Colleagues.

Colleagues shall be individuals who are employees or owners of Principal Members or Allied Members and who are added individually as colleagues of the Principal Member or Allied Member. A Colleague in good standing is entitled to attend, but not vote at, all meetings of members of the Corporation. If the Colleague is in good standing and is an employee or owner of a Principal Member, the Colleague is eligible to be elected as a Director or officer of the Corporation. If the Colleague is in good standing and is an employee or owner of an Allied Member, the Colleague is eligible to be elected as a Director, but not as an officer, of the Corporation. Colleagues who are in good standing are entitled to serve on any committee at the request of the Board.

Section 3.5 Honorary Members.

Any former Principal Member who, by reason of retirement or other reason is no longer eligible to be a Principal Member of the Corporation, and who has rendered distinguished service to the Corporation or to the industry it represents, may be designated by the Board as an Honorary Member. Honorary Members, who are in good standing are entitled to attend, but not vote at, all meetings of members of the Corporation. Honorary Members are not eligible to be elected as a director or officer of the Corporation. Honorary Members who, are in good standing, are entitled to serve on any committee at the request of the Board.

Section 3.6 Authorized Representative.

Each member that is a person other than an individual shall, from time to time, appoint an individual who is an employee or owner of such member and who shall be such member's Authorized Representative. Such member shall provide the details and contact information of the Authorized Representative from time to time to the executive director or to the secretary of the Board, either of whom shall immediately update the Corporation's records for the purposes of providing notice of all meetings to which the Authorized Representative is entitled to attend.

Section 3.7 Transfer of Memberships.

A membership may only be transferred to the Corporation and not to third parties.

Section 3.8 Membership Dues.

Members shall be notified in writing of the membership dues at any time payable by them, and, if any are not paid within 90 days of the membership renewal date, the members' rights and benefits will be suspended until payment in full is received. The Board may, at its discretion, terminate the membership of any Member who has not paid its membership dues.

Section 3.9 Termination of Membership.

A membership in the Corporation is terminated when:

- (a) the member dies or resigns;

- (b) the member is expelled or his or her membership is otherwise terminated in accordance with the Articles or By-laws;
- (c) the member's term of membership expires; or
- (d) the Corporation is liquidated and dissolved under the Act.

Section 3.10 Effect of Termination of Membership.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 3.11 Discipline of Members.

- (a) The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or written policies of the Corporation;
 - (ii) carrying out any conduct that may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
 - (iii) any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- (b) If the Board determines that a member should be suspended or expelled from membership in the Corporation, the chair, or such other officer as may be designated by the Board, shall provide thirty (30) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the chair, or such other officer as may be designated by the Board, in response to the notice received within such thirty (30) day period. If no written submission is received, the chair, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 3.11 (b), the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a further thirty (30) days from the date of receipt of the submission. The Board's decision shall be final and binding on the member without any further right of appeal. Members who are expelled or suspended shall not be entitled to any refund or rebate of dues.

**ARTICLE 4
MEETINGS OF THE MEMBERS**

Section 4.1 Place of Meetings.

All meetings of members shall be held at such place in Saskatchewan as the Board determines or, in the absence of such a determination, at the place stated in the notice of meeting.

Section 4.2 Annual Meetings.

Subject to the Act, the annual meeting of the members for the transaction of such business as may properly come before the meeting shall be held during the month of April in each year on a date to be determined by the Board and stated in the notice of the meeting.

Section 4.3 Special Meetings.

Special meetings of members for any purpose or purposes including the Election of Directors shall be called by a resolution of the Board. The Board shall also call a special meeting of members in accordance with the Act on the written requisition of members carrying not less than 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.4 Adjournments.

Any meeting of the members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, a notice of the adjourned meeting shall be given as for an original meeting.

Section 4.5 Notice of Meetings.

Subject to the Act, notice of the time and place of a meeting of members shall be given to each member, not more than 50 nor less than 15 days before the meeting, by mail, courier, or personal delivery, or by telephonic, electronic, or other communication facility.

Section 4.6 Notices of Special Meetings.

Notices of special meetings shall also specify the purpose or purposes for which the meeting has been called in sufficient detail to permit the member to form a reasoned judgment on the special business and include the text of any special resolution to be submitted at the meeting. Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.7 Quorum.

A quorum at any meeting of the members shall be 33% of Principal Members eligible to vote and present in person or represented by proxy. If, however, such quorum is not present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power, by the affirmative vote of a majority in voting power

thereof, to adjourn the meeting from time to time, in the manner provided in Section 4.4 , until a quorum shall be present or represented. Once a quorum is established, it does not need to be maintained throughout the meeting. At any such adjourned meeting at which there is a quorum, any business may be transacted that might have been transacted at the original meeting.

Section 4.8 Persons Entitled to Attend.

The only persons entitled to be present at a meeting of members are members in good standing, the Directors and the auditor/accountant of the Corporation and such other persons who are entitled or required under the Act or the Articles or By-laws of the Corporation to be present at the meeting, or who are otherwise invited by the Board to attend. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

Section 4.9 Conduct of Meetings.

- (a) At every meeting of members, the chair of the Board or, in his or her absence or inability to act, the vice-chair or, in his or her absence or inability to act, the person whom any director present shall appoint one of the members who is present at the meeting chosen by the members present in person and entitled to vote at the meeting, shall act as chair of, and preside at, the meeting. The secretary or, in his or her absence or inability to act, the person whom the chair of the meeting shall appoint the secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof. The chair of any meeting of the members shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chair, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board or prescribed by the chair of the meeting, may include the following:
 - (i) establishing an agenda or order of business for the meeting;
 - (ii) determining when the polls shall open and close for any given matter to be voted on at the meeting;
 - (iii) establishing rules and procedures for maintaining order at the meeting and the safety of those present;
 - (iv) limiting attendance at, or participation in, the meeting to members of the corporation, their duly authorized and constituted proxies or such other persons as the chair of the meeting shall determine;
 - (v) restricting entry to the meeting after the time fixed for the commencement thereof; and
 - (vi) limiting the time allotted to questions or comments by attendees.
- (b) The Board may determine that any meeting of the Board or meeting of members is to be held by means of video-conference, telephone, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. If the Board determines that such a meeting is to be held, the Board shall establish the

procedures for the conduct of such meeting including the procedures for voting by video-conference, telephone, electronic, or other communications facility.

- (c) If the Corporation chooses to make available a video-conference, telephone, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such video-conference, telephone, electronic, or other communications facility. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members under this Section 4.9 who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any video-conference, telephone, electronic, or other communications facility that the Corporation has made available for that purpose.

Section 4.10 Voting.

Unless otherwise required by law, the election of Directors shall be decided by a plurality of the votes cast at a meeting of the members by the members entitled to vote in such election. Unless otherwise required by law, the Articles or this By-law, any matter, other than the election of Directors, brought before any meeting of members shall be decided by the affirmative vote of the majority of members present in person or represented by proxy at the meeting and entitled to vote on the matter. The Chair of the meeting will only have a vote in the case of an equality of votes on a show of hands, on a ballot or on the results of electronic voting. Voting at meetings of members need not be by written ballot, except where a ballot is demanded by a member or proxyholder entitled to vote at the meeting.

Section 4.11 Election of Directors.

The chair of the Board shall appoint a nominating committee each year, consisting of at least three (3) Directors for the purposes of identifying and nominating eligible candidates for election to the Board. The nominating committee shall, using the skills matrix as adopted by the Board, consider all applications and prepare a slate of candidates for recommendation to the Board, ensuring that there are candidates that can fill the positions of chair vice-chair, and treasurer, each and every year, with a view to matching those candidates' skills against the matrix. The Board shall present and recommend that slate to the members for election voting by the members during a meeting of members to be held in November of each year.

Section 4.12 Absentee Voting.

A member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) A proxy shall be signed by the member or by his or her attorney authorized in writing.
- (b) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.

- (c) A member may revoke a proxy by depositing an instrument signed by the member or by his or her attorney authorized in writing:
 - (i) at the registered office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or an adjournment of the meeting, at which the proxy is to be used; or
 - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- (d) A proxyholder or alternative proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to attend, speak and vote at a meeting of members.
- (e) A proxyholder may hold no more than 4 proxies for any one meeting.
- (f) The Board may specify in a notice calling a meeting of members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment of the meeting before which proxies to be used at the meeting must be deposited with the Corporation or its agent.

Section 4.13 Scrutineers at Meetings of Members.

- (a) The Board, in advance of any meeting of members, may appoint one or more scrutineers, who may be employees of the Corporation, to act at the meeting or any adjournment thereof and make a written report thereof. The Board may designate one or more persons as alternate scrutineers to replace any scrutineer who fails to act. If no scrutineer or alternate is able to act at a meeting, the chair of the meeting may appoint one or more scrutineers to act at the meeting. Each scrutineer shall faithfully execute the duties of a scrutineer with strict impartiality and according to the best of his or her ability.
- (b) The scrutineers shall:
 - (i) ascertain the number of members and the voting rights of each;
 - (ii) determine the members represented at the meeting, the existence of a quorum and the validity of proxies and ballots;
 - (iii) count all votes and ballots;
 - (iv) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the scrutineers; and
 - (v) certify their determination of the number of members represented at the meeting and their count of all votes and ballots.
- (c) The scrutineers may appoint or retain other persons to assist the scrutineers in the performance of their duties. Unless otherwise provided by the Board, the date and time of

the opening and the closing of the polls for each matter upon which the members will vote at a meeting shall be announced at the meeting. No ballot, proxies, votes or any revocation thereof or change thereto shall be accepted by the scrutineers after the closing of the polls unless a court upon application by a member shall determine otherwise. In determining the validity and counting of proxies and ballots cast at any meeting of members, the scrutineers may consider such information as is permitted by applicable law. No person who is a candidate for office at an election may serve as a scrutineer at such election.

Section 4.14 Resolution in Writing of Members.

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of the Director; or
- (b) in the case of the removal or resignation of an auditor, or the appointment or election of another person to fill the office of auditor, representations are made to the Corporation by the auditor concerning its proposed removal, the appointment or election of another person to fill the office of auditor or its resignation.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1 Composition of the Board.

No member may have more than two (2) representatives, designates, or Colleagues on the Board at any one time. The Board shall not include more than three (3) Allied Members at any one time. No paid employee or contractor of the Corporation may be a Director.

Section 5.2 Eligibility.

Each Director shall: (i) be a Principal or Allied Member (if an individual), Colleague of a Principal or Allied Member or an Authorized Representative of a Principal or Allied Member; (ii) be an individual who is at least eighteen (18) years of age; (iii) not have the status of a bankrupt; (iv) not be a person who has been found under any applicable law to be incapable; (v) not be a person who has been declared incapable by any court in Canada or elsewhere; and not be a person who has been convicted of a criminal offense for which a pardon has not been granted. If a person ceases to be qualified or eligible to be a Director as provided in this Section, such person immediately ceases to be a Director and the vacancy so created may be filled in the manner set forth in these By-laws.

Section 5.3 General Powers.

The Board shall manage, or supervise the management of, the activities and affairs of the Corporation.

Section 5.4 Number of Directors.

The number of Directors shall not be fewer than seven (7) nor more than nine (9).

Section 5.5 Term of Office.

The Directors shall be elected to hold office for a term not exceeding two years following the election. Each Director shall hold office until a successor is duly elected and qualified or until the earliest of the Director's death, resignation, disqualification, or removal. Directors who are elected or re-elected for a term that commences after the coming into force of these By-laws may serve up to four consecutive 2-year terms (the "Term Limit"). A member who has been a Director for the Term Limit will, subject to the Act and these By-laws, again become eligible for re-election as a Director after being off the Board for at least one year. For greater certainty and for the avoidance of doubt, the period of time that any member served as a Director prior to this By-law coming into force will not count toward the Term Limit for such Director.

Section 5.6 Vacancies.

Any vacancies occurring in the Board, may be filled by the affirmative votes of a majority of the remaining members of the Board. A Director so elected shall be elected to hold office until the earlier of the expiration of the term of office of the Director whom he or she has replaced, the date a successor is duly elected and qualified or the earliest of such Director's death, resignation, disqualification, or removal.

Section 5.7 Resignation.

Any Director may resign at any time by notice given in writing to the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified.

Section 5.8 Removal.

Except as prohibited by applicable law or the Articles, the members entitled to vote in an election of Directors may remove any Director from office at a Special Meeting, with or without cause, by ordinary resolution.

Section 5.9 Fees and Expenses.

Directors shall not receive any remuneration, fees or other compensation for the fulfillment of their duties. However, Directors shall be entitled to be reimbursed by the Corporation for reasonable out-of-pocket expenses properly incurred by a Director to conduct the business or affairs of the Corporation, as approved by the Board from time to time.

Section 5.10 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 time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director as soon as reasonably possible after being passed, but no other notice shall be required for any such regular meeting except if the purpose of the meeting or the business to be transacted includes:

- (a) submitting to the members any question or matter requiring the approval of the members;
- (b) filling a vacancy among the Directors or in the office of auditor;
- (c) approving any financial statements;
- (d) adopting, amending or repealing By-laws; or
- (e) establishing contributions to be made, or dues to be paid, by members under Section 3.8 (Membership Dues).

Section 5.11 Ad Hoc Board Meetings.

Ad hoc meetings of the Board may be held at such times and at such places as may be determined by the chair of the Board, the vice-chair or any two or more Directors.

Section 5.12 Notice of Board Meetings.

Notice of the time and place for the holding of a meeting of the Board under Section 5.11 shall be given in the manner provided in Section 7.01 to every Director at least 24 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if (a) all of the Directors are present and none of the Directors objects to holding the meeting or (b) those Directors who are absent have waived notice of, or otherwise signified, their consent to holding such 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. Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 5.10 (a) through Section 5.10 (e) that is to be dealt with at the meeting.

Section 5.13 Telephone and Virtual Meetings.

Board meetings or meetings of any committees of the Board may be held by means of video-conference, telephone, electronic, or other communications facility that permits all participants to communicate adequately with each other during the meeting. If the Board determine that such a meeting is to be held, the Board shall establish the procedures for the conduct of such meeting including the procedures for voting by video-conference, telephone, electronic, or other communications facility. Participation by a Director or a member of a committee in a meeting under this Section 5.13 shall constitute presence in person at such meeting.

Section 5.14 Adjourned Meetings.

A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 7.1 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 5.15 Waiver of Notice.

Whenever notice to Directors is required by applicable law, the Articles, or this By-law, a waiver thereof, in writing signed by the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was unlawfully called. Neither the business to be transacted at, nor the purpose of, any regular or ad hoc meeting of the Board or committee of the Board need be specified in any waiver of notice.

Section 5.16 Organization.

At each meeting of the Board, the chair of the Board or, in his or her absence the vice-chair, or in his or her absence, another Director selected by the Board shall preside. The secretary shall act as secretary at each meeting of the Board. If the secretary is absent from any meeting of the Board, an assistant secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the secretary and all assistant secretaries, the person presiding as chair at the meeting may appoint any person to act as secretary of the meeting.

Section 5.17 Quorum of Directors.

The presence of a simple majority the minimum number of directors required by the Articles, of which three (3) must be Principal Members or Colleagues of Principal Members, shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board.

Section 5.18 Majority Vote.

Except as otherwise expressly required by this By-law, the Articles, or by applicable law, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the case of an equality of votes, the chair of the meeting shall cast a vote.

Section 5.19 Resolution in Writing of Board.

Unless otherwise restricted by the Articles or this By-law, any resolution required or permitted to be passed at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in writing or by electronic transmission, and the writings or electronic transmissions are filed with the minutes of proceedings of the Board or committee in accordance with the Act.

Section 5.20 Committees of the Board and Other Advisory Bodies.

The Board may from time to time designate and appoint: (a) one or more committees, each committee to consist solely of one or more of the Directors of the Corporation; or (b) other advisory bodies. Any committee or advisory body member may be removed by resolution of the Board. If a member of a committee or advisory body shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting shall vote on any matter. Unless the Board provides otherwise, at all meetings of such committee or advisory body, a majority of the then-authorized members of the committee or advisory body shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee or advisory body present at any meeting at which there is a quorum shall be a resolution of the committee or advisory body. Each committee and advisory body shall keep regular minutes of its meetings. Unless the Board provides otherwise, each committee designated by the Board may make, alter and repeal rules and procedures, for the conduct of its business. In the absence of such rules and procedures, each committee and advisory body shall conduct its business in the same manner as the Board conducts its business under this Article 5.

Section 5.21 BOMA Canada.

The Board shall nominate a representative as the Corporation's nominee to the board of directors of Building Owners and Managers Association of Canada Inc. The Board shall also appoint a representative to the Chief Staff Officers Council of the Building Owners and Managers Association of Canada Inc.

Section 5.22 Limitation of Liability.

Every Director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to 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, omissions, failures, neglects or defaults of any other Director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune that shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Section 5.23 Indemnity.

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation's

request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

- (b) The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 5.23 (a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 5.23 (c).
- (c) The Corporation shall not indemnify an individual under Section 5.23 (a) unless he or she (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; or (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (d) The Corporation shall also indemnify the individual referred to in Section 5.23 (a) in such other circumstances as the Act or the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

Section 5.24 Insurance.

The Corporation is hereby authorized to purchase and maintain insurance for the benefit of the persons referred to in Section 5.23 against such liabilities and in such amounts as the Board may determine from time to time.

ARTICLE 6 OFFICERS

Section 6.1 Appointment of Officers.

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation (other than in respect of the matters described in Section 5.10 (a) through Section 5.10 (e)). A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same individual.

Section 6.2 Description of Offices.

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) Chair of the Board. The chair of the Board, if one is appointed, shall be a Director. The chair of the Board, if any, shall, when present, preside at all meetings of the Board and of

the members. The chair shall have such other duties and powers as the Board may specify from time to time;

- (b) Vice-Chair of the Board. The vice-chair of the Board, if one is appointed, shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The vice-chair shall have such other duties and powers as the Board may specify from time to time;
- (c) Executive Director/Chief Staff Officer. If appointed, the executive director/chief staff officer shall be the executive director of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The executive director/chief staff officer shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation and will stay in place until changed by the Board;
- (d) Secretary. If appointed, the secretary shall attend and act as the secretary of all meetings of the Board, the members and committees of the Board. The secretary shall enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at such meetings. The secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the auditor and members of committees. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; and
- (e) Treasurer. The treasurer, if one is appointed, shall be a Director. If appointed, the treasurer shall have the custody of the corporate funds and securities, except as otherwise provided by the Board, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements and shall render to the Chair and the Board, at the regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. The treasurer shall submit a proposed annual operating budget each year for review and approval of the Board. Such annual operating budget shall provide for reasonable operating expenses of the Corporation. If appointed, the treasurer shall have such powers and duties as the Board may specify from time to time.

Section 6.3 Other Officers.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time vary, add to or limit the powers and duties of any officer other than in respect of any of the matters described in Section 5.10 (a) through Section 5.10 (e).

Section 6.4 Term.

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earliest of the officer's:

- (a) successor being appointed;
- (b) resignation;
- (c) ceasing to be a Director (if being a Director is a necessary qualification of appointment);
or
- (d) death.

Section 6.5 Vacancy in Office.

Should any vacancy occur among the officers, the position may be filled for the unexpired portion of the term by appointment made by the Board.

Section 6.6 Duties of Officers May Be Delegated.

In case any officer is absent, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

ARTICLE 7 NOTICE

Section 7.1 Method of Giving Notice.

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) under the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the auditor shall be sufficiently given if:

- (a) delivered personally to the person to whom it is to be given, or delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was filed in accordance with sections 93 (Notice of Directors) or 100 (Notice of Change of Directors);
- (b) mailed to such person at such person's recorded address by prepaid ordinary mail; or
- (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) provided in the form of an electronic document in accordance with The Non-Profit Corporations Regulations, 1997.

Section 7.2 Deemed Receipt of Notice.

- (a) A notice:
 - (i) delivered in accordance with Section 7.1 (a) shall be deemed to have been given when it is delivered personally or to the recorded address as provided in Section 7.1 (a);
 - (ii) mailed in accordance with Section 7.1 (b) shall be deemed to have been given when deposited in a post office or public letter box; and
 - (iii) sent by any means of transmitted or recorded communication in accordance with Section 7.1 (c) or Section 7.1 (d) shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
- (b) 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 the secretary to be reliable. The declaration by the secretary that notice has been given under this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten, or printed.

Section 7.3 Omissions and Errors.

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with this By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 8 GENERAL PROVISIONS

Section 8.1 Seal.

The seal of the Corporation shall be in such form as shall be approved by the Board. The seal may be used by causing it or a fax thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board. If a seal is approved by the Board, the secretary of the Corporation shall be the custodian of the seal.

Section 8.2 Financial Year.

The financial year of the Corporation shall be the calendar year unless otherwise determined by the Board.

Section 8.3 Annual Financial Statements.

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in section 142 (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member together with a notice informing the member of the procedure for obtaining a copy of the documents free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Section 8.4 Execution of Documents.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or Directors. Also, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporation's seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

Section 8.5 Banking Arrangements.

The banking business of the Corporation shall be transacted at such bank, trust company, credit union, or other firm or corporation carrying on a banking business in Canada as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by such officer of the Corporation or other person as the Board may by resolution from time to time designate, direct or authorize.

Section 8.6 Conflict with Applicable Law or Articles.

This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law, or the Articles, such conflict shall be resolved in favour of such law or Articles.

Section 8.7 Rule.

Roberts Rule of Order, Newly Revised, shall be the authority governing meetings of the members and of the Board when not in conflict with these By-laws

ARTICLE 9 AMENDMENT AND REPEAL

Section 9.1 Making and Amending Bylaws.

The Board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by a resolution in writing pursuant to Section 4.14 , or by affirmative vote at a meeting of members by at least two-thirds of the members present in person or represented by proxy at the meeting and

entitled to vote on the matter. The by-law, amendment, or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

Section 9.2 Repeal.

All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made, or the validity of any Articles or predecessor charter documents of the Corporation obtained, under any such By-law before its repeal. All officers and persons acting under the provisions of this By-law, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

MADE by the Board the 14th of October 2021.



Lisa Pegg RPA

Chair of the Board

Approved by the Members November 18, 2021